



Value through values

SANGAM (INDIA) LIMITED

CIN : L17118 RJ 1984 PLC 003173

Regd. Off. : P.B. No. 90, Atun, Chittorgarh Road, Bhilwara - 311001 (Raj.) INDIA

Phone : + 91-1482-305000, 305028, Fax : + 91-1482-305050

E-mail: secretarial@sangamgroup.com, Website: www.sangamgroup.com

Ref: SIL/SEC/2019

Date: 6th September, 2019

<p>The Manager Department of Corporate Services The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra Kurla Complex, Bandra (E) Mumbai - 400051 Scrip Code: 5251</p>	<p>The Manager, Department of Corporate Services, Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street, MUMBAI - 400 001 Scrip Code: 514234</p>
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Sub: Notice for 33rd Annual General Meeting

Dear Sir,

This is to inform you that, the 33rd Annual General Meeting of the company will be held on Monday, the 30th September, 2019 at its registered office at Atun, Chittorgarh Road, Bhilwara-311001 (Raj.) at 4.00 P.M..

The copy of the Notice of the 33rd Annual General Meeting is attached for your reference. Kindly take the same on record.

Thanking You.

Yours faithfully

For Sangam (India) Limited

A.K. Jain
Company Secretary
FCS - 7842





SANGAM (INDIA) LIMITED

Regd. Off: Atun, Chittorgarh Road, Bhilwara-311001 (Raj.) CIN: L17118RJ1984PLC003173 Phone: 01482-245428

Web: www.sangamgroup.com, Email: secretarial@sangamgroup.com

Notice

To the Shareholders

Notice is hereby given that the 33rd Annual General Meeting of the Members of Sangam (India) Limited will be held on Monday, the 30th September, 2019 at 04:00 P.M., at Registered office of the Company at Atun, Chittorgarh Road, Bhilwara-311001 (Rajasthan) to transact the following business:

A. ORDINARY BUSINESS:

1. To adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2019 and Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the financial year 2018-19.
3. To re-appoint a Director in place of Shri R.P. Soni (DIN: 00401439), who retires by rotation and being eligible offer himself for re-appointment.

B. SPECIAL BUSINESS:

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

Re-appointment of Shri S.N. Modani (DIN: 00401498) as Managing Director of the Company:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the approval of the members of the Company, be and is hereby accorded to the re-appointment of Shri S.N. Modani (DIN: 00401498) as Managing Director of the Company for a period of three years effective from 1st October, 2019 at the remuneration and on such other terms and conditions as set out in the statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and/ or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration including commission, perquisites, benefits and amenities payable to Shri S.N. Modani which shall be in

accordance with the provisions of the Act and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force, subject to the same not exceeding the limits specified in this resolution.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said agreement between the Company and Shri S.N. Modani be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval in the general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

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

Re-appointment of Shri Achintya Karati (DIN: 00024412) as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Achintya Karati (DIN: 00024412), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term up to five consecutive year and whose office shall not be liable to retire by rotation".



Notice (Contd.)

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions if any, consent of the members be and is hereby accorded for continuing the directorship of Shri Achintya Karati as Independent Director after attain age of seventy five year during the second term of five consecutive years.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

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

Re-appointment of Shri Tapan Kumar Mukhopadhyay (DIN: 00239251) as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Tapan Kumar Mukhopadhyay (DIN: 00239251), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term up to five consecutive year and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions if any, consent of the members be and is hereby accorded for continuing the directorship of Shri Tapan Kumar Mukhopadhyay as Independent Director after attain age of seventy five year during the second term of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

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

Re-appointment of Shri Ramawatar Jaju (DIN: 00083218) as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Ramawatar Jaju (DIN: 00083218), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term up to five consecutive years and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions if any, consent of the members be and is hereby accorded for continuing the directorship of Shri Ramawatar Jaju as Independent Director after attain age of seventy five year during the second term of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.

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

Notice (Contd.)

Re-appointment of Ms. Seema Srivastava (DIN: 07142986) as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Seema Srivastava (DIN: 07142986), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five years with effect from 30th March, 2020 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

9. To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

To ratify the Remuneration of the Cost Auditors for the Financial Year 2019-20:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of the remuneration of ₹ 1,00,000/- (Rupees One Lakhs only) plus applicable GST and reimbursement of actual out of pocket expenses to M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), who were appointed by the Board of Directors of the Company as “Cost Auditors” to conduct the audit of the cost records of all the units of the Company for the financial year 2019-20 be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

For and on Behalf of the Board of Directors
For Sangam (India) Limited

Place: Atun, Chittorgarh road
Bhilwara, (Raj.) 311001
Date: 12th July, 2019

A.K. Jain
(Company Secretary)
M. No.: F-7842



Notice (Contd.)

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the business under Item No. 4 to 9 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the company. Pursuant to Section 105 of the Act, A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**

The instrument of proxy, in order to be effective, should be duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before the commencement time for holding the aforesaid meeting.
3. During the period beginning 24 hrs. before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at this Meeting.
5. Members/ proxies/ authorised representatives are requested bring the duly filled attendance slip enclosed herewith along with their copy of Annual Report to attend the meeting.
6. The Company’s Register of members and share transfer books shall remain closed from Monday the 23rd September, 2019 to Monday the 30th September, 2019 (both days inclusive) to decide the entitlement of shareholders for the payment of dividend in accordance with the recommendation of the Board of Directors.
7. Members are requested to:
 - a. Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
 - b. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent (“RTA”).
8. Members are requested to address all their correspondence including demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company’s RTA.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
10. All documents referred to in the accompanying notice are open for inspection at the registered office of the company in all working days except Saturday and holidays, between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
11. The dividend as recommended by the Board of Directors for the year ended 31st March, 2019, if declared at the meeting will be paid within 30 days of the date of declaration of dividend to those members whose names appear as the beneficial owners at the end of the business hours on Friday, 20th September, 2019 in the list of beneficial owners to be furnished by depositories (NSDL & CDSL) in respect of the shares held in electronics form.
12. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from companies and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company in case of shares held in physical form and to the DP in case of shares held in demat form.
13. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended 31st March, 2012 remaining unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Notice (Contd.)

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid/unclaimed for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.

14. As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. The Members holding shares in demat form may contact their respective depository participants for making such nominations.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA along with the proof thereof.
16. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per register of members of the Company will be entitled to vote.
17. Electronic copy of the Annual Report for the financial year 2018-19 is being sent to all the members, whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2018-19 is being sent in the permitted mode.
18. To support the "Green Initiative" Members who have not registered their e-mail addresses are required to register the same with the Company/Depository to enable the Company to send all the communications including Annual Report, Notices, Circulars, etc. electronically. Members may note that the Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.sangangroup.com
19. Voting Options
Voting through electronic means:
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration)

Rules, 2014 as amended and regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- (ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The instructions for members for voting electronically are as under:-**
 - (i) The voting period begins on Wednesday, 25th September, 2019 (9:00 am) and ends on Saturday, 28th September, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



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

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/ Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mmm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Sangam (India) Limited on which you choose to vote.

- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

Notice (Contd.)

- 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Wednesday, 25th September, 2019 (09:00 am) and ends on Saturday, 28th September, 2019 (05:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

- (v) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (vi) The voting rights of members shall be in proportion to their shares of the paid up equity

share capital of the Company as on the cut-off date of Friday, 20th September, 2019.

- (vii) 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 as well as voting at the AGM through ballot paper.
- (viii) CS Brij Kishore Sharma, Practicing Company Secretary (Membership No. FCS-6206) has been appointed for as the Scrutinizer for the conduct of e-voting and polling process to be carried out at the AGM of the Company in a fair and transparent manner.
- (ix) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (x) The Scrutinizer shall after the conclusion of voting at the general meeting, shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sangangroup.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where equity shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

Shri S.N. Modani was reappointed as Managing Director of the Company for a period of five years w.e.f. 1st October, 2014 on the remuneration including perquisites set out in the resolution passed at the 28th Annual General Meeting of the company held on 30th September, 2014.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has resolved in its meeting held on 12th July, 2019 to re-appoint Shri S.N. Modani as Managing Director of the Company for a further period of three years effective from 1st October, 2019 on the revised terms and conditions which are set out

in this explanatory statements and draft agreement. By the proposed resolution, approval of the shareholders is sought to the re-appointment of Shri S.N. Modani as the Managing Director of the company.

Shri S.N. Modani is a M.Sc., (Chem.) & MBA and has extensive working experience of about 30 years in Textile Industry. He served Mangalam Cement Ltd., during the year 1986 to 1989.

He is also Trustee of M/s. Badri Lal Soni Charitable Trust, established with a view to provide Technical and Management education to the youths of the Region and is



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running an University, namely, Sangam University. The Trust also runs Sangam School of Excellence, an CBSE and IB School with world class education infrastructure.

During 30 years of tenure of Shri S.N. Modani at Sangam India Limited, as MD & CEO under his leadership the Company has grown leaps and bounds. Shri S.N. Modani would be responsible for the overall business operations and affairs of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri S.N. Modani as Managing Director & CEO.

The remuneration and terms & conditions of re-appointment of Shri S.N. Modani, as approved and recommended by the Nomination & Remuneration Committee of the Company in pursuance to the Schedule V of the Companies Act, 2013 is as under:

1. SALARY PER MONTH

Basic Salary of ₹ 8,10,000/- per month with an annual increase of 10% of Salary thereafter.

2. COMMISSION:

Not more than 1% of the net profits of the company as computed in the manner laid down in Section 197 of the Companies Act, 2013.

3. PERQUISITES AS MENTIONED BELOW:

- a. Suitable residential accommodation, free of cost with all facilities, amenities and services (including gas, electricity, water and furnishing). In case he does not opt for company provided accommodation at any time, he shall be paid house rent allowance of a sum not exceeding 20% of his basic salary. The expenditure incurred by the company on gas, electricity, water and furnishings provided to him shall be evaluated as per the Income-tax Rules, 1962.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal accident insurance premium.
- d. Subscription to clubs.
- e. Encashment of leave at the end of his tenure as per policy of the Company.
- f. Contribution to provided fund, superannuation fund or annuity fund and any other retirement benefits.

- g. Gratuity payable should not exceed half month's salary of each completed year of the service.
- h. Leave travel concession for self and family once in a year any where, as per company's policy.
- i. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Shri S.N. Modani.

NOTES

For the purpose of perquisites stated herein above, family means the spouse, the dependants children and the dependent parents of the appointee.

MINIMUM REMUNERATION

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate the Chairman by way of salary, commission, perquisites or allowances as specified above, subject to the applicable limit as stipulated in Section II of part II of Schedule V of the Companies Act, 2013.

SCOPE OF RESPONSIBILITY

Shri S.N. Modani, Managing Director has been entrusted with substantial powers of Managing the affairs of the company and to supervise and administer overall working of the company.

MEMORANDUM OF INTEREST OF DIRECTORS

Shri R.P. Soni may be deemed to be concerned or interested in the said resolution. Shri S.N. Modani is son in law of Shri R.P. Soni, Director of the Company.

None of the other Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, either financially or otherwise in the resolution set out at Item No. 4.

Shri S.N. Modani, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be re-appointed as a Managing Director of the Company. He is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013.

The foregoing may be treated as an abstract of the draft agreement for the re-appointment of Shri S.N. Modani as Managing Director as required under section 190 of the companies Act, 2013.

The specified information while seeking approval/consent of the shareholders as required under Part-II of Schedule V of the Companies Act, 2013 is given below:

Notice (Contd.)

I. General Information :				
1.	Nature of Industry	Manufacturing of diversified products viz. Textiles including Yarn, Fabrics and Ready made Garments.		
2.	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1984.		
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			
Particulars	As per Audited Financial Results for the year (₹ in Lakhs)			
	31.03.2019	31.03.2018	31.03.2017	
Total Revenue from operations	188264	167426	1,65,401	
Total Expenses	185818	166161	1,59,106	
Profit before taxation (PBT)	2446	1265	6,295	
Profit after taxation (PAT)	1561	3045	5,484	
5.	Foreign Investments or Collaborations, if any : Nil			
II. Information about the Appointee				
1.	Background details	Shri S.N. Modani, aged 56 years holds a M.Sc. (Chem.) & MBA. Further, His Director Identification Number is 00401498. He is the Managing Director of the Company and has rich experience about the affairs of the Company.		
2.	Past remuneration	Financial Year	Remuneration Paid	
		2018-19	157.93 Lakhs	
		2017-18	134.53 Lakhs	
		2016-17	177.10 Lakhs	
3.	Recognition or awards	The Company has received various awards and recognition during his tenure as a Managing Director of the Company.		
4.	Job profile and his suitability	Shri S.N. Modani, Managing Director & CEO has been looking after the overall affairs and operations of the Company guiding the supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Shri S.N. Modani.		
5.	Remuneration proposed	As per Explanatory Statement		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration as proposed of Shri S.N. Modani is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses. Moreover in his position as Managing Director & CEO of the Company.		
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Shri S.N. Modani, does not have any pecuniary relationship with the Company. Shri R.P. Soni may be deemed to be concerned or interested in the said resolution. Shri S.N. Modani is son in law of Shri R.P. Soni, Chairman of the Company.		



Notice (Contd.)

III. Other Information :		
1.	Reasons of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing, there was lower profitability in textiles.
2.	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium producer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
3.	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.
IV. Disclosures :		
		Disclosures in the Board's Report under the heading 'Corporate Governance' included in Annual Report 2018-19: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2018-19 of the Company.

ITEM NO. 5:

Shri Achintya Karati was appointed as an Independent Director of the Company by the members at the 28th Annual General Meeting of the Company held on 30th September, 2014 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Shri Achintya Karati fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and on recommendation of Nomination and Remuneration Committee in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 12th July, 2019 has approved the re-appointment of Shri Achintya Karati, as an Independent Director for second term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in

terms of Section 160(1) of the Act, received in writing a notice from member, proposing their candidature for the office of Directors.

As per regulation 17(1A) of SEBI (Listing Obligations and Disclosure requirement) Regulation 2015, provides that a Non-Executive Director, who has attained the age of 75 years, can be appointed as a Non-Executive Director, if approved by the members by passing a special resolution in the general meeting of the Company.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Achintya Karati as an Independent Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

Shri Achintya Karati was associated with ICICI, a Public Financial Institution (which was subsequently converted into bank) from 1978 to April 2004. After retirement from ICICI Bank in April 2004, Shri Achintya Karati served as Senior Advisors of ICICI Securities Limited, ICICI Bank Ltd. and ICICI Prudential Life Insurance Company Limited. Shri Achintya Karati was also associated with NCDEX, a Commodity Exchange promoted by ICICI, NABARD, NSC, CRISIL and IFFCO as Head Govt. & Institutions.

Notice (Contd.)

Shri Achintya Karati was also associated with Ratnakar Bank from June 2012 to 31st March, 2014. Before Ratnakar Bank Shri Karati was Senior Country Advisor of Yes Bank Limited for a period of 2 years from June 2010.

Before ICICI, Shri Achintya Karati was Company Secretary in a Private Sector Group of Companies at Kolkata and was looking after their Secretarial Legal, Commercial & Corporate Affairs. In all he has vast experience in the financial and legal fields spanning for 33 years.

Shri Achintya Karati served as Country Head of Government and Institutional Solutions Group, ICICI Bank Limited looking after Government Departments and Public Sector Undertaking across the Country having four Zonal Managers stationed at North, South, East & West. He also served as Senior General Manager of ICICI Bank for Government Banking Group & Rural, Micro Credit and Agri Business Group. Before aforesaid, he served ICICI Limited as Deputy Zonal Manager (North) and Head of Major Client Group (North), this group was dedicated to large private and public sector companies for all their financial requirements.

The Board recommends the resolution at item no 5 of this notice for approval of the members.

Except Shri Achintya Karati, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting. Shri Achintya Karati is not related to any Director of the Company.

ITEM NO. 6:

Shri Tapan Kumar Mukhopadhyay was appointed as an Independent Director of the Company by the members at the 28th Annual General Meeting of the Company held on 30th September, 2014 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Shri Tapan Kumar Mukhopadhyay fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and on recommendation of Nomination and Remuneration Committee in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 12th July, 2019 has approved the re-appointment of Shri Tapan Kumar Mukhopadhyay, as an Independent Director for second term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing their candidature for the office of Directors.

As per regulation 17(1A) of SEBI (Listing Obligations and Disclosure requirement) Regulation 2015, provides that a Non-Executive Director, who has attained the age of 75 years, can be appointed as a Non-Executive Director, if approved by the members by passing a special resolution in the general meeting of the Company.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Tapan Kumar Mukhopadhyay as an Independent Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

Dr. Tapan Kumar Mukhopadhyay has done B.Sc. (Hons.) in Chemistry, CU.; B. Tech. (Chemical Engg. & Chemical Tech.), CU; M. Tech. (Chemical Engg. & Chemical Tech.), CU; Ph. D., CU & PGDM, AIMA, New Delhi, 3rd Management Development Program at IIM, Ahmedabad.

He has joined as Jr. Exe. Engineer at Coke Oven & Bye-Product Plant of SAIL, Durgapur Steel Plant from 1973-79. He was retired from the post of CGM & Country Head (Admin. & Premises), IDBI Bank, H.O., Mumbai on 30.09.2009 after serving more than 30 years in different responsible positions including First Branch Head at Gangtok, Sikkim, GM Incharge of Jaipur Branch Office; CGM, Zonal Head of Eastern Zone & North Eastern Zone at Kolkata & Guwahati respectively with major experience In Corporate Finance, MSME, HR, Admin & Premises, Business Development & Rehabilitation of Sick Units etc.

He also provided faculty support to JNIBF, Hyderabad, Training Institute of IDBI Bank & RBI Training institute at Mumbai. Deputed to SIDBI, Mumbai as DGM In-Charge of Bills discounting, Equipment finance & Project finance for SME projects introduced by the undersigned.

He was appointed by IDBI as Nominee Director on the Board of many reputed organizations. He was also appointed as Chairman of Selection Committee for recruitment & promotions of officers of IDBI Bank & NEDFI as also selection of MBA Students for Management Institute of Guwahati University & Orlenkar Institute of Management,



Notice (Contd.)

Mumbai. He has attended seminars, training programs abroad to countries like Singapore; Seol, South Korea; Tokyo, Japan; USA & Nepal on behalf of IDBI.

He has joined M/s Cyber Tech Systems & Software Ltd. as Sr VP in 2010 looking after HR, Administration, Hospitality, Real Estate and Business Development and became Whole-time Director (WTD/MD) of the Company from 2011-2014.

He was appointed as Managing Committee Member of Sangam University, Bhilwara, Rajasthan from 2015 onwards. He was deputed as Chairman of NEDFi for 11 months in the year 2004-05 besides Independent Director of NEDFi from the year 2005-06.

At present he is Independent Director on the Board of Rajasthan; Srei MF AMC (P) Ltd., Mumbai & Village Financial Services (P) Ltd., Kolkata including Sangam (India) Ltd.

The Board recommends the resolution at item no 6 of this notice for approval of the members.

Except Shri Tapan Kumar Mukhopadhyay, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Shri Tapan Kumar Mukhopadhyay is not related to any Director of the Company.

ITEM NO. 7:

Shri Ramawatar Jaju was appointed as an Independent Director of the Company by the members at the 28th Annual General Meeting of the Company held on 30th September, 2014 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Shri Ramawatar Jaju fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and in the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

On the basis of the report of performance evaluation and on recommendation of Nomination and Remuneration Committee in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 12th July, 2019 has approved the re-appointment of Shri Ramawatar Jaju, as an

Independent Director for second term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing their candidature for the office of Directors.

As per regulation 17(1A) of SEBI (Listing Obligations and Disclosure requirement) Regulation 2015, provides that a Non-Executive Director, who has attained the age of 75 years, can be appointed as a Non-Executive Director, if approved by the members by passing a special resolution in the general meeting of the Company.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Ramawatar Jaju as an Independent Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent letter & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

The Board recommends the resolution at item no 7 of this notice for approval of the members.

Except Shri Ramawatar Jaju, being an appointee and his relatives, 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. 7 of the accompanying Notice of the AGM. Shri Ramawatar Jaju is not related to any Director of the Company.

ITEM NO. 8:

Ms. Seema Srivastava was appointed as an Independent Director of the Company by the members at the 29th Annual General Meeting of the Company held on 30th September, 2015 for a period of five consecutive years. She will hold office as an Independent Director of the Company for a period of five consecutive years, upto 29th March, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Ms. Seema Srivastava fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director of the Company and is independent of the management.

Notice (Contd.)

On the basis of the report of performance evaluation and on recommendation of Nomination and Remuneration Committee in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 12th July, 2019 has approved the re-appointment of Ms. Seema Srivastava, as an Independent Director for second term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing their candidature for the office of Directors.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent letter & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

Currently serving as the Executive Director of India-International Textile Machinery Exhibition Society, which is a 40 year old apex industry body working for advancement of technology, create new market opportunity, facilitate bilateral trade and investments in Textile Engineering Industry. With 22 years of experience, Ms. Seema Srivastava has successfully executed varied responsibilities in promoting Bi lateral trade with various countries and organizing industrial exhibitions.

Ms. Seema Srivastava is associated with various government/private organizations and is member of board of Directors of M/s Sangam India Ltd, Bhilwara as Independent Director, member of Textiles Division Council, Bureau of Indian Standard, Govt. Of India, Member of Executive council of Textile machinery manufacturers Association (TMMA), Member of Indian Accessories and Machinery Manufacturers Association Managing Committee. She is also active member of Advisory Board of Women's Leadership Forum constituted by Indian Exhibition Industry Association.

Ms. Srivastava has occupied various offices including World Trade Centre, Mumbai as Asst. Director, Taipei World Trade Center as Senior Trade Promotion Specialist, Administrative in-charge of YMCA Institute of Aquatics Training, (Collaborative Project for Youth Development by YMCA Kentucky USA & India) and with National Institute of Information Technology (NIIT).

Ms. Srivastava was also associated with D.Y Patil Business Management College and Institute of Business Studies and Research as visiting faculty for International Trade and Economics (2007-2010).

Ms. Srivastava has received Merit award for outstanding performance in marketing and brand promotion while

working with NIIT (National Institute for Information Technology) and has been Felicitated by American YMCA, Louisville Kentucky, for outstanding contribution towards International project for youth development in Asian Country.

She is also recipient of "Leading Ladies of Industry" award constituted by Exhibition Showcase for the year 2015 & won an individual award under the "Distinguished Achiever in Exhibition Industry" Category for the year 2016. Recently She has been conferred as 50 most influential women leaders in MICE industry for 2019 by BTVI (Business Television India).

The Board recommends the resolution at item no 8 of this notice for approval of the members.

Except Ms. Seema Srivastava, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice of the AGM. Ms. Seema Srivastava is not related to any Director of the Company.

ITEM NO. 9:

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s K.G. Goyal & Co, Cost Accountants, Jaipur (Firm Registration No. 000017) to conduct the audit of cost records of the Company's various units respectively for the financial year 2019-20 at a fee of ₹ 1,00,000/- to M/s K.G. Goyal & Co, subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the financial year 2019-20.

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 have to be ratified by the shareholders of the Company Hence, the Members' approval is being sought by way of Ordinary Resolution.

The Board recommends the resolution at item no 9 of this notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

For and on Behalf of the Board of Directors
For Sangam (India) Limited

A.K. Jain

Place: Atun, Chittorgarh road (Company Secretary)
Bhilwara, (Raj.) 311001 M. No.: F-7842

Date: 12th July, 2019

Notice (Contd.)



PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particular	Shri R.P. Soni	Shri S.N. Modani	Shri Achintya Karati	Shri Tapan Kumar Mukhopadhyay	Shri Ramawatar Jaju	Ms. Seema Srivastava
DIN	00401439	00401498	00024412	00239251	00083218	07142986
Date of Appointment	01/09/2015	01.10.2014	30.09.2014	30.09.2014	30.09.2014	30.03.2015
Qualification	B.Sc., Diploma in Civil Engineering	M.Sc., (Chem.) & MBA	B.Com. LL. B.	B.Sc. (Honours in Chemistry), B.Tech (Chemical Engg), M.Tech (Chemical Engg), PGDBM and Ph.D.	B. Com.	Masters in Economics and international trade, Post Graduate in Global Strategic Management.
Expertise in specific functional areas	He has rich and varied experience more than 34 years in textile industry. He was associated with Engineers Association, Bhillwara, Shri Aditya Vikram Birla Memorial Vyapar Sahyog Kendra, Chennai, PH.D. Chamber of Commerce and Industries, Confederation of Indian Textile Industry, New Delhi, Synthetic Weaving Mills Association, Mewar Chamber of Commerce & Industries, Rajasthan Chamber of Commerce and Industries, Indian Agro Industries Foundation, Pune and FICCI, New Delhi.	He has 30 years of experience in the textile industry, having previously held positions in key organizations in the industry, such as Deputy Chairman of The Rajasthan Textile Mills Association, as well as Director, Indian Cotton Mills Federation. He has also held positions as President, Mewar Chamber Of Commerce & Industry and Vice President, Rajasthan Chamber Of Commerce & Industry.	He has vast experience in the financial and legal field.	He has vast experience in the field of accounts, finance and corporate governance.	He has 30 year experience in Corporate Sector.	She has occupied various office including World Trade Centre, Mumbai as Asst. Directors, Taipei World Trade Centre as Senior Trade promotion Specialist, Administrative in-charge of YMCA Institute of Acquatics Training.
Directorship held in other public companies (excluding foreign companies)	- Sangam Capital Services Ltd. - Sangam E-Com Ltd. - Sangam Infratech Ltd. - Ket Sangam Infrastructure (India) Ltd. - Kalyan Sangam Infratech Ltd.	N.A	- Delton Cables Ltd. - Uflex Ltd. - Shyam Telecom Ltd. - J. K. Cement Ltd. - Jay Bharat Maruti Ltd. - Ultimate Flexipack Limited - Utech Developers Limited	N.A	- Adarsh International Ltd	N.A

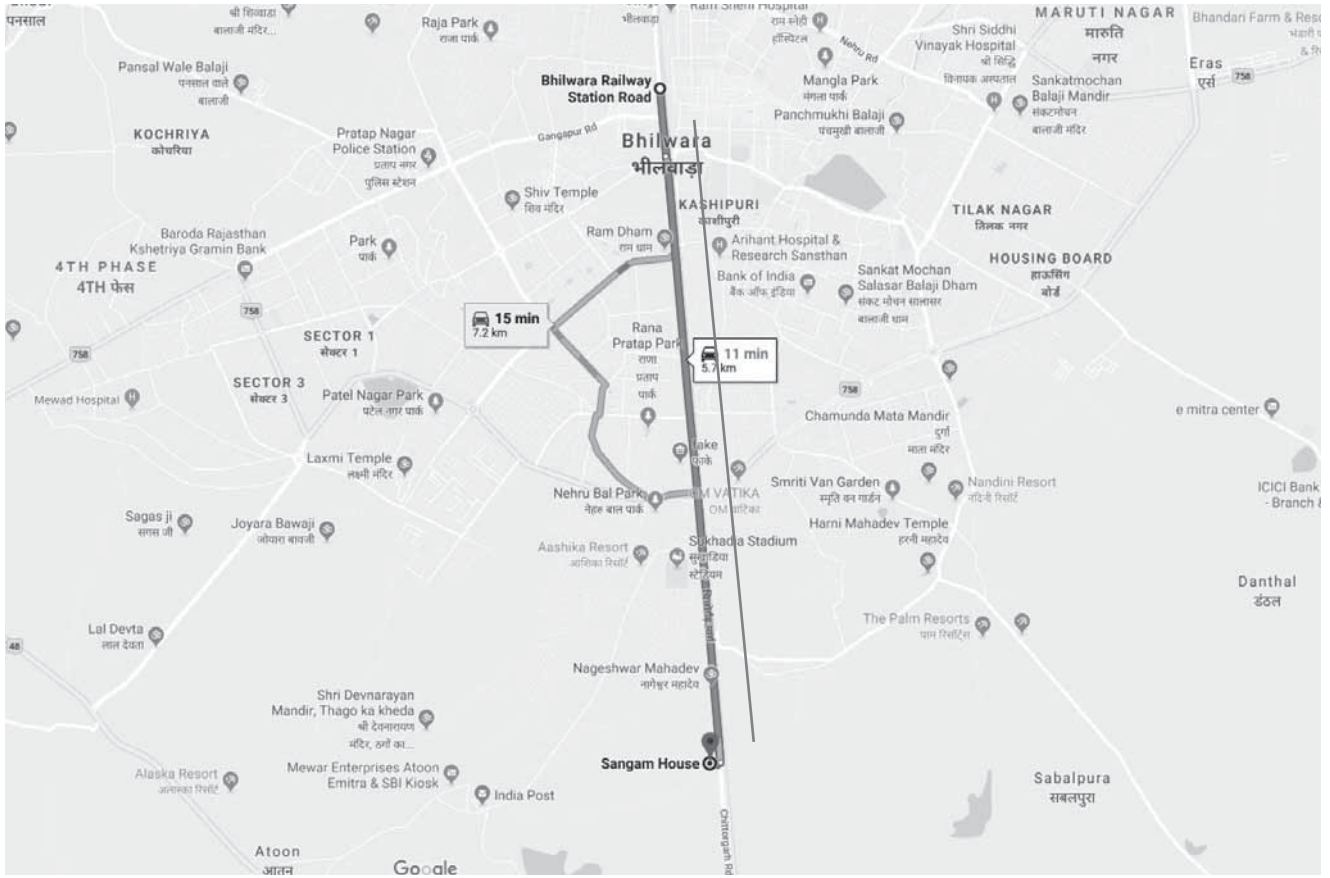
Notice (Contd.)

Membership/ Chairmanship of committees of other Indian public Companies	<p>N.A</p>	<p>N.A</p>	<p>Audit Committee – Member - J.K. Cement Limited - Jay Bharat Maruti Ltd. - Delton Cables Ltd. - Uflex Ltd. Audit Committee – Chairmanship - Shyam Telecom Ltd. Nomination and Remuneration Committee – Member - J.K. Cement Limited - Jay Bharat Maruti Ltd. - Uflex Ltd. Nomination and Remuneration Committee – Chairmanship - Delton Cables Ltd. - Shyam Telecom Ltd. Stakeholders’ Relationship Committee- Chairmanship -Uflex Ltd.</p>			
Number of share held in the company		<p>99779</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
Relationship with other Directors	<p>Shri S.N. Modani, Managing Director and Shri V. K. Sodani Executive Director (Son-in-law)</p>	<p>N.A</p>	<p>N.A</p>	<p>N.A</p>	<p>N.A</p>	<p>N.A</p>



ROUTE MAP TO THE AGM VENUE

Venue: Atun, Chittorgarh Road, Bhilwara - 311 001 (Rajasthan)





Sangam (india) limited

(CIN: L17118RJ1984PLC003173)

Registered Office: Atun, Chittorgarh Road, Bhilwara - 311 001 (Rajasthan)

Ph.: +91 1482 245428 Email: secretarial@sangamgroup.com, website: www.sangamgroup.com

Value through values

ATTENDANCE SLIP

Name of Shareholder(s)	:	.....
Registered Address	:	.....
Email-id	:	.....
Folio No./Client ID	:	.....
DP ID	:	.....

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Monday, the 30th September, 2019 at 4:00 PM. at Atun, Chittorgarh Road, Bhilwara-311001 (Rajasthan).

.....
Signature of Shareholder/Proxy

NOTE: Please bring this attendance slip to the meeting and hand over at the entrance duly filled in.



Sangam (india) limited

(CIN: L17118RJ1984PLC003173)

Registered Office: Atun, Chittorgarh Road, Bhilwara - 311 001 (Rajasthan)

Ph.: +91 1482 245428 Email: secretarial@sangamgroup.com, website: www.sangamgroup.com

Value through values

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Shareholder(s)	:	.....
Registered Address	:	.....
Email-id	:	.....
Folio No./Client ID	:	.....
DP ID	:	.....

I / We being the member(s) ofshares of the above named Company hereby appoint:

- Name.....Address.....
E-mail Id.....Signature.....or failing him/her.....
- Name.....Address.....
E-mail Id.....Signature.....or failing him/her.....
- Name.....Address.....
E-mail Id.....Signature.....

as my/ our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 33rd Annual General Meeting of the Company to be held at Atun, Chittorgarh Road, Bhilwara-311001 (Rajasthan) on Monday, the 30th September, 2019 at 04:00 PM. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	* Optional	
		For	Against
Ordinary Business			
1	To Adoption of Audited Financial Statements for the year ended 31 st March, 2019		
2	To Approval of dividend for the financial year 2018-2019		
3	To Re-appointment of Shri R.P. Soni, Director, who retires by rotation		
Special Business			
4	To Re-appointment of Shri S.N. Modani as Managing Director of the Company		
5	To Re-appointment of Shri Achintya Karati as an Independent Director of the Company		
6	To Re-appointment of Shri Tapan Kumar Mukhopadhyay as an Independent Director of the Company		
7	To Re-appointment of Shri Ramawatar Jaju as an Independent Director of the Company		
8	To Re-appointment of Ms. Seema Srivastava as an Independent Director of the Company		
9	To ratify the Remuneration of the Cost Auditors		

Signed this..... day of 2019.

Signature of shareholder(s)..... Signature of Proxy holder(s).....

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
- It is optional to put a "X" in the appropriate column against the Resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.