Notice of Extra Ordinary General Meeting

Notice is hereby given that **an Extra Ordinary General Meeting** of the Members of **M/s. Sanghi Industries Limited** will be held on Saturday, the 10th day of November, 2012 at 11.00 a.m. at Sindhu Bhavan, Sindhu Bhavan Marg, Off S G Highway, Bodakdev, Ahmedabad - 380059, to transact the following business :

Special Business :

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

   RESOLVED THAT the Board of Directors of the Company as on date of this notice, consisting of

   1. Shri Ravi Sanghi, Chairman and Managing Director
   2. Shri Gireesh Kumar Sanghi, Director
   3. Shri Aditya Sanghi, Executive Director
   4. Shri Alok Sanghi, Executive Director
   5. Smt. Bina Engineer, Executive Director
   6. Shri N. B. Gohil, Executive Director
   7. Shri D. K. Kambale, Independent Director
   8. Shri R. K. Pandey, Independent Director
   9. Shri T. M. Jagan Mohan, Independent Director
   10. Shri Sadashiv Sawrikar, Independent Director
   11. Shri D. B. N. Rao, Independent Director
   12. Shri C. S. V. Rao, Nominee Director - IDBI

   is duly and properly appointed following the procedures as laid down in the Companies Act, 1956. That the members have from time to time vested the said Board with the authorities and powers to manage the entire affairs of the Company. That the members hereby reiterate, reaffirm, revalidate and express their full and unimpaired faith along with the powers and authorities already vested in the said Board in efficiently managing the affairs of the Company.

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

   RESOLVED THAT any Extra Ordinary General Meeting proposed to be convened on, before or around 22nd November, 2012 or any other day by Shri Anand Prakash Sanghi, HUF of Shri Anand Sanghi, Shri Sudhir Sanghi, HUF of Shri Sudhir Sanghi, Shri Amit Sanghi, Shri Siddharth Sanghi and Ms. Swati Sanghi pursuant to their alleged requisition dated 23rd August, 2012 and subsequent letters will be illegal, null and void.

   RESOLVED FURTHER THAT the members expressly oppose any resolution that may be proposed at any such meeting for removing any of the present directors of the Company and/or appointing any new director on the Board of Directors of the Company.

   RESOLVED FURTHER THAT any resolutions proposed to be passed at the said Extra Ordinary General Meeting convened under Section 169 of the Companies Act, 1956 by Shri Anand Prakash Sanghi along with other shareholders without proper notice, procedure and authority be treated as invalid, illegal, null and void and non-binding on the Company and shall not have any effect.

   RESOLVED FURTHER THAT the regulatory authorities be informed neither to take on record nor to proceed further with any action in respect of any invalid resolutions proposed to be passed by Shri Anand Prakash Sanghi along with other shareholders of the Company in an Extra Ordinary General Meeting invalidly called and convened under Section 169 of the Companies Act, 1956 with a malafide intention for damaging the reputation of the Company and to harass the management of the Company and to take appropriate action to recover damages and costs incurred by the Company due to such illegal activity.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulty and doubt, Board of Directors of the Company and Shri Ravi Sanghi, Chairman and Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

RESOLVED FURTHER THAT resolutions, if any, passed at the so called fake and fraudulent Extra Ordinary General Meeting called by Shri Anand Prakash Sanghi along with other shareholders be and is hereby superseded by this resolution.

By Order of the Board
For **Sanghi Industries Limited**

Place : Mumbai
Date : 12th October, 2012

Anil Agrawal
Company Secretary

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business is annexed hereto.
3. For the convenience of members and for proper conduct of the members, entry to the place of meeting will be regulated by attendance slips. Members are requested to affix their signatures at the place provided on the attendance slip and hand it over at the registration counters.
4. The members are requested to bring their copies of the Notice to the Meeting for their reference.

Explanatory Statement

(Pursuant to the provisions of Section 173(2) of the Companies Act, 1956

Item No. 1 and 2:

A . Recent Developments

1. One Shri Anand Prakash Sanghi, a shareholder of the Company, had written a letter dated 23rd August, 2012 addressed to the Chairman of the Company. Though the letter was marked to all directors of the Company, most of them had not received the same. After devoting almost ninety percent of the letter for making baseless and wild allegations against the Company and its Board of Directors, in the last sentence he had asked that his said letter to be treated as a notice or requisition under Section 169 of the Companies Act, 1956 to call for an Extra Ordinary General Meeting of the Company for the removal of all the existing directors of the Company and replacement thereof.
2. The Chairman placed the said letter before the Board at their meeting held on 28th August, 2012 and the Board rejected all the allegations made in the said letter. Section 169 of the Companies Act, 1956 requires a valid requisition to have been given by such member/s of the Company who hold/s not less than one tenth of the paid-up capital of the Company. Apart from the fact that the said letter was too vague to be a valid requisition, since Shri Anand Prakash Sanghi held only 0.09 % of the paid up capital of the Company, the said letter would not even otherwise constitute a valid requisition. The Company has suitably replied to Shri Anand Prakash Sanghi's said letter by its letter dated 3rd September, 2012 pointing out various falsehoods in his said letter and it not being a valid requisition.
3. The Company sent its said letter to Shri Anand Prakash Sanghi through various modes, including, by Registered Post, Speed Post and through Courier Service (Blue Dart). Even a special messenger was also sent to deliver the said reply

personally. However, under one excuse or the other, he refused to accept delivery of the said reply by any of the modes. The Company, therefore, wrote another letter dated 10th September, 2012.

4. Having left with no alternative but to accept the service of the Company's letters, Shri Anand Prakash Sanghi by his letter dated 12th September, 2012 acknowledged the service of the Company's letters dated 3rd September, 2012 and 10th September, 2012.

5. To concoct documents and with an attempt to cure the gross defects in his letter dated 23rd August, 2012 which the Company has replied by its letter dated 3rd September, 2012 and 10th September 2012, Shri Anand Prakash Sanghi sent another letter (this time only through e-mail) also dating it to be of 23rd August, 2012 (but received by e-mail by the Company only on 13th September, 2012). In this fabricated letter of 23rd August, 2012 (which was of two pages, while the first one was of one page only), Shri Anand Prakash Sanghi tried to be a little specific and asked the Company to convene an Extra Ordinary General Meeting to consider the matters mentioned therein. He has not only deliberately sent an invalid notice but also sent it exactly after 21 days after the so called notice of 23rd August, 2012 so that he could claim that the company has not responded in 21 days to call Extra Ordinary General Meeting. This second letter dated 23rd August, 2012 (received by the Company by e-mail only on 13th September, 2012) was quite different than the earlier letter dated 23rd August, 2012. This letter was also signed only by Shri Anand Prakash Sanghi. This letter also could not constitute any valid requisition under Section 169 of the Companies Act, 1956. In this letter, he had proposed for

(a) Appointment of following persons as Directors of the Company

   1. Shri Anand Prakash Sanghi
   2. Shri Sudhir Sanghi
   3. Ms Swati Sanghi
   4. Shri Amit Sanghi
   5. Shri Siddharth Sanghi
   6. Shri Y. Sanjeeva Reddy
   7. Shri Sunil Pareek
   8. Shri A A N Murthy

(b) Removal of following existing Directors of the Company.

   1. Shri Alok Sanghi
   2. Shri Aditya Sanghi
   3. Mrs. Bina Engineer
   4. Shri R. K. Pandey
   5. Shri Badri Narayan Rao Dabbir
   6. Shri Nirubha Ballubha Gohil
   7. Shri Sadashiv Sawrikar
   8. Shri Ravi Sanghi

6. In this letter, he had failed to give consent of such member/s of the Company who hold not less than one tenth of paid-up capital of the Company and did not give any proper and valid justification for removal of present directors and did not provide the required concurrence from the proposed new Directors. Thus he has expressed a whimsical desire to remove aforesaid eight Directors inspite of having full knowledge that they were properly appointed by Members in their earlier Annual General Meetings. Thus, he has made a frivolous, baseless and unjust attempt to take unauthorized control over the Board of the Company through dubious and fraudulent methods.

7. The Company has by its letter dated 14th September, 2012, suitably replied to the said second, concocted letter dated 23rd August, 2012 pointing out these fabrications attempted by Shri Anand Prakash Sanghi.

8. The Company's said reply dated 14th September, 2012 addressed to Shri Anand Prakash Sanghi was responded by him by his letter dated 24th September, 2012 once again using abusive language and repeating wild and baseless allegations. While the earlier letters were signed by Shri Anand Prakash Sanghi only, this reply of his was signed by himself in his individual capacity as well as by Shri Sudhir Sanghi (in his individual capacity), Ms. Swati Sanghi, Shri Amit Sanghi and Shri Siddharth Sanghi. In the said letter, false claims were made of their shareholding in the Company. However, individual shareholding of the signatories to the said letter/reply were not mentioned. This letter had also failed to give consent of such member/s of the Company who hold not less than one tenth of paid-up capital of the Company. Before the Company could respond to the said letter dated 24th September, 2012 from Shri Anand Prakash Sanghi and others, Shri Anand Prakash Sanghi sent yet another letter dated 26th September, 2012 (under his sole signature) making tall claims for his shareholding in the Company and also contending that since the Company had failed to convene an Extra Ordinary General Meeting pursuant to his requisition dated 23rd August, 2012, he would himself be proceeding to convene the Extra Ordinary General Meeting on 1st January, 2013.

9. Before the Company could respond to the said letter of 26th September, 2012 from Shri Anand Prakash Sanghi, he sent yet another letter dated 28th September, 2012 (under his sole signature) contending that he along with other shareholders had decided to convene and conduct an Extra Ordinary General Meeting of members of the Company on 22nd November, 2012.

10. The Company responded to these three letters by its reply dated 4th October, 2012 and pointed out the falsehood propagated by Shri Anand Prakash Sanghi in his said letters and invalidity of the purported requisition/notice issued by him under Section 169 of the Companies Act, 1956. It was again pointed out that there was no valid requisition till date and that the wild allegations made against the management of the Company were baseless and devoid of any merit.

11. Instead of rectifying his requisition or sending a valid requisition/notice, he has threatened that he would call the Extra Ordinary General Meeting at his residence based on some fake shareholders'/Members' list. It would be absolute fraud to use a fake shareholders' list as Sanghi Industries Limited (SIL) is a public listed company with several thousands of shareholders. The shares of SIL are frequently traded in National Stock Exchange and Bombay Stock Exchange and hence, beneficial owners get changed daily. So, sending the notice based on a fake shareholders' list would deprive the present shareholders of their rights and it is a blatant fraud against all the shareholders, who may never receive the notice.

12. Shri Anand Prakash Sanghi thereafter wrote his letter dated 5th October, 2012, for the first time under the signatures of seven shareholders, who hold 12.3 % paid-up capital of the Company.

13. He also wrote a letter dated 6th October, 2012, (under his sole signature) again falsely contending that he holds majority shareholding in the Company. He also wrote a letter dated 8th October, 2012, this time under the signatures of seven shareholders repeating once again wild allegations against the management of the Company. Shri Anand Prakash Sanghi has contended that he is convening an Extra Ordinary General Meeting of members of the Company on or around 22nd November, 2012 and would be moving resolution for removing eight Directors of the present Board of Directors and appointing eight new Directors.

B. Background of the Company

1. Appointment and Reappointment of existing Board of Directors was unanimously approved by the Shareholders in their Annual General Meetings. Further reappointment and payment/revision of remuneration to Executive Directors were approved by the shareholders in their recent Annual General Meeting unanimously.

2. Therefore, present Board of Directors has been unanimously elected by members in compliance with the applicable provisions of the Companies Act, 1956 and the Listing Agreement with Stock Exchanges. The said Board of Directors is properly qualified under Companies Act, 1956 as well as fulfill the requirements of Listing Agreement and is performing its duties diligently.

3. The law and various legal judgments have considered a similar situation in past where it was laid down that the management and properly elected Board of Directors could not be overthrown under such guise of fake Extra Ordinary General Meeting, particularly by the persons who had not been re-elected by members.

4. The present Board of Directors consist of majority of 8 professional and independent directors out of total 12 Directors.

5. Shri Ravi Sanghi is the key promoter since inception and the only Managing Director of the Company since beginning and Chairman since 22nd December, 2011. Under his leadership, the Company has progressed continuously.

6. The Company had faced a difficult phase during the project period. Shri Ravi Sanghi had made remarkable efforts to tie-up fresh funds for completion of project and ensured the completion of the project. Since then, the Company has set up a clinker and cement manufacturing facilities, a captive port, captive power plant and sea terminals for coastal distribution of the cement.

7. The Company has emerged as a major cement player in western India over the last few years. Company's 3 million tonnes per annum capacity plant in the Abdasa taluka of Kutch district in Gujarat is ranked as the second largest cement plant at one location in India. It is one of the top 3 players in Gujarat and is now increasing its presence in Maharashtra, Rajasthan and Madhya Pradesh (MP).

8. The Company serves its home market of Gujarat very effectively and is a brand and price leader in its area. It has garnered about 12.5% market share in Gujarat. It has built a dealer's network of about 1500 dealers in Gujarat and sells about 90% of its production of cement in Gujarat. The Company has also set up its Corporate Office at Ahemdabad and its entire operations are controlled and managed from its Corporate Office at Ahemdabad.

9. The Company has achieved more than 82 % capacity utilization in its production facility and has achieved the sales turnover of ₹ 1074 crores during the Accounting Year ended 30th June 2012. The Operating Profit for the same year was ₹196 crores and Net Profit of ₹ 81.88 crores. The Debt Equity Ratio of the Company has improved to 0.85 times. The Earnings Per Share (EPS) for 2011-12 stood at ₹ 3.72.

10. The Company had been described by CRISIL, a leading Rating Agency, in its report of November 2009, as the "Most efficient in Operating Cost Parameters in the mid-segment of cement industry and second most efficient in the industry as a whole." The Company is the only company in cement industry to be certified for ISO 9000, ISO 14000, ISO 18001, SA 8000 and ISO/IEC 17025. The Company has received several awards and recognitions for its safe and environmentally friendly manufacturing and mining methods.

11. The Company has serviced its lenders regularly and despite a difficult project phase, has overcome the cost and time overrun by its outstanding performance. In past, the Company has issued Bonus Shares of 1.75 times on every 1 share held.

12. The detail background of the present directors is as under :

    (a) Shri Ravi Sanghi – Promoter and Chairman & Managing Director. He is a Graduate in Commerce and has conceptualised the project. Under his dynamic leadership, the Company could successfully implement the project against many odds and run it successfully. Under his leadership, the Company has been able to enhance its Book Value of shares substantially.

    (b) Shri Gireesh Kumar Sanghi – Promoter Director. He is an industrialist with rich experience in the field of textiles, media and logistics for more than 30 years.

    (c) Shri Aditya Sanghi – Promoter Director having professional qualification and experience. He holds a Masters Degree in Industrial Engineering from Rochester University, USA and has work experience with leading American Companies. He has rich hands-on experience on management of the operations of the clinker and cement plant, implementation and operation of thermal power plant etc. He implemented many best practices of the manufacturing and project implementation in the Company.

    (d) Shri Alok Sanghi - Promoter Director having professional qualification and experience. He has done MBA in Finance and Management from Indiana University, Kelley School of Business, Bloomington, USA and has

worked with leading financial services companies in India. He has successfully launched the Company's product in domestic and international market, has acumen in the field of corporate strategy, commercial and shipping and heads the marketing strategies and corporate affairs of the Company.

(e) **Smt. Bina Engineer** – Professional Director and not related to promoter family. She is a qualified Chartered Accountant having rich and varied experience of more than two decades in the areas of Project and Corporate Finance. She has successfully arranged the project funds, take-out finance, working capital requirements, etc. Presently, Smt. Bina Engineer is responsible for the Corporate and Project Finance affairs of the Company.

(f) **Shri N. B. Gohil** – Professional Director not related to the promoter family. He holds a Diploma in Mechanical Engineering and has more than 37 years of rich industrial experience in the field of Erection and Commissioning, Operations and Maintenance activities of Thermal Power Plants. He has expertise in Pollution Control Norms, Factory Regulations and other Administrative matters also. He was earlier associated with the Company in Senior Management Position and was looking after the various activities pertaining to operations.

(g) **Shri D. K. Kambale** is an Independent Director not related to promoter family. He is a Post Graduate in Commerce and Financial Management. He is also a certified Banking Professional. He was associated with IDBI Bank for more than 30 years and retired as Chief General Manager. He has vast hands-on experience in banking and finance.

(h) **Shri R. K. Pandey** is an Independent Director not related to promoter family. He is a law graduate and a member of the Institute of Company Secretaries of India. He has also done a Post Graduate Diploma in Business Administration. He was an Executive Director for 16 years with Delhi Stock Exchange. He was associated with UP State Bridge Corporation Ltd as Company Secretary and Financial Advisor for 7 years. He also possesses a vast experience in capital market.

(i) **Shri T. M. Jagan Mohan** is an Independent Director not related to promoter family. He is a B.Tech and MBA from IIM, Ahmedabad and has rich experience in production and consultancy services for more than three decades.

(j) **Shri Sadashiv Sawrikar** is an Independent Director not related to promoter family. He is a Chartered Accountant in practice at Hyderabad. He has rich and wide experience in various project and corporate finance assignments.

(k) **Shri D. B. N. Rao** is an Independent Director not related to the promoter family. He is a BE in Mechanical Engineering from REC, M Tech in Design and Production Engineering and Diploma Holder in Cement, Building Materials & Construction Technology from Manila. He has rich and vast experience in operations of Cement Plants and is well versed with the intricacies of operations starting from conceptualization till commencement.

He has been associated in various capacities with many renowned cement projects in the country including Andhra Cement, Penna Cement, Lalitha Cement, Grasim Cement, Kakatiya Cement, Panyam Cement, etc. He has been the Director General of National Council for Cement and Building Materials (NCBM), Ministry of Industries & Commerce, New Delhi, Chairman of Civil Engineering Divisional Council for Cement and Concrete, Bureau of Indian Standards (BIS) under Ministry of Consumer Affairs. He is also member of Governing Boards and Expert Committees set up by various Ministries in the field of Cement, Construction and Civil Engineering.

C. Background of Shri Anand Prakash Sanghi and others

Though Shri Anand Prakash Sanghi has failed to provide any background of eight persons mentioned in his concocted letter of 23rd August, 2012, the following information is extracted from either Company's records or public records to give the Members a brief background about these persons.

1. Shri Anand Prakash Sanghi and Shri Sudhir Sanghi had retired by rotation at the Annual General Meeting of the members held on 17th December, 2011 and were not reappointed by the Members. However, they have been falsely impersonifying as directors of the Company even after the said date.

They have been abusing the Board and Management of the Company and made several baseless, false and defamatory statements against the Company. They have written various false, baseless and defamatory letters to all authorities such as Bombay Stock Exchange (BSE), National Stock Exchange (NSE), Ministry of Corporate Affairs (MCA), Registrar of Companies (ROC), Securities and Exchange Board of India (SEBI), etc. with malafide intention to harass the Company and to prejudice the authorities against the Company and disrupt its well managed operations. They have even made endless allegations and accusation against various authorities such as BSE, NSE, MCA, ROC and SEBI, etc. Thus, they have continuously attempted to cause defamation and made false allegations on the Company, its Board and the auditors and thereby affecting the goodwill, image and share value of the Company.

They, alongwith their family members, have already entered into legal and binding agreement not to disturb the management of the Company and to act in unison with the present Chairman and Managing Director – Shri Ravi Sanghi to ensure stable management of the Company. Therefore, they are barred from acting against the present management of the Company.

2. Shri Anand Prakash Sanghi has been the Managing Director of Sanghi Spinners India Ltd. (Spinners) and Shri Amit Sanghi and Ms. Swati Sanghi are respectively the son and daughter of Shri Anand Prakash Sanghi and are Executive Directors of Spinners, an unlisted, widely held company engaged in yarn spinning.

   a. Since 2008, Spinners has not filed its Annual accounts with Registrar of Companies.

   b. Spinners has failed to repay its lenders and therefore, their lenders have obtained a decree from Debt Recovery Tribunal to sell the assets of the Company.

   c. The last Annual General Meeting of Sanghi Spinners India Ltd. was conducted in September 2009, the resolutions passed wherein have been kept in abeyance by Company Law Board for the various deficiencies in the procedures.

3. Shri Sudhir Sanghi has been the Managing Director of Sanghi Polyesters Ltd. (Polyesters) and Shri Siddharth Sanghi is son of Shri Sudhir Sanghi and Joint Managing Director of Polyesters.

   a. Polyesters is a public listed company with more than 85,000 shareholders. But its shares have been suspended from trading by Bombay Stock Exchange from 5th February, 2001 for various non-compliance. Its shares have been suspended from trading by National Stock Exchange from 3rd November, 2011 for various non-compliance of Listing Agreement. Its last known traded price was ₹ 1.35 per share of paid-up value of ₹10.

   b. Polyesters has not filed its Annual Accounts with the Registrar of Companies after December 2007

   c. Polyesters has closed down its factory operations since about 2 years and has various litigation with its labour and for non-payment of Employees Provident Funds Contribution.

   d. There are numerous litigation pending against Polyesters with International Banks, Labour Commissioner, Excise Department, Sales Tax Department, Electricity Department, Indian Banks, Institutions and others. As per the notice published in newspapers, Polyesters has made default to its Consortium of lenders and the said lenders, through Allahabad Bank have issued Notice on 10th May, 2012 under SARFAESI Act to auction the land and plant and machinery of the Company to recover its dues of whopping ₹1979 Crores from Polyesters.

4. Shri A A N Murthy is Company Secretary of Polyesters, Shri Y. Sanjeeva Reddy is Vice President – Procurement of Spinners and Polyesters and Shri Sunil Pareek is also an employee of these companies.

5. Thus, all the companies managed by Shri Anand Prakash Sanghi and others have miserably failed in performance and is incurring losses. These companies are either closed or on verge of closure. They were grossly negligent in complying with various applicable laws including Companies Act, 1956, Listing Agreement, Labour Laws, Excise, Sale Tax etc. They have also failed in making repayment of their dues to the lenders and huge payment of statutory dues are still pending for which statutory authorities have taken legal action against them.

D. Views of your Board of Directors

1. The Board of Directors is of the view that the Company is conducting its affairs in diligent and ethical manner and is progressing quite well and there is no deficiency in the performance and progress of the Company.
2. The Board of Directors is also of the view that since no valid requisition has been sent by Shri Anand Prakash Sanghi, despite repeated replies by the Company, the Company is under no legal obligation to convene the Extra Ordinary General Meeting. Similarly, he is not entitled to convene any Extra Ordinary General Meeting as contended by him, as he had failed to give valid requisition till date. **Members may take note that the entire correspondence referred to above is open for inspection at the registered office of the Company during office hours, with prior notice**.
3. It is apprehended that they may proceed to create an impression that they have convened and held an Extra Ordinary General Meeting on 22nd November, 2012 or any other date and may contend that the resolutions for removing eight of the present directors are approved and new eight directors are appointed.
4. Your Directors are of the opinion that though there is no legal requirements to get the approval of members by passing resolutions as per notice convening this Extra Ordinary General Meeting but for abundant caution and in the larger interest of all concerned, it has been thought advisable by Board to appraise the members of the Company about the facts and get their concurrence by considering appropriate resolutions and secondly to prevent Shri Anand Prakash Sanghi and others from using any such unfair and unlawful tactics in future.
5. In view of the above facts, and in the larger interest of Company and all concerned, the board recommends to pass the resolutions as proposed in this notice convening the Extra Ordinary General Meeting.

By Order of the Board
For **Sanghi Industries Limited**

Place : Mumbai
Date : 12th October, 2012

Anil Agrawal
Company Secretary

SANGHI INDUSTRIES LIMITED

Registered Office : Sanghinagar P.O., Hayatnagar Mandal R.R. District, A.P. 501 511

PROXY FORM

Regd.Folio No./ Client ID	
D.P. ID	
No. of shares held	

I/We_____

of_____

in the District of _____ being a member(s) of **M/s. Sanghi Industries Limited** hereby appoint_____ of _____ in the District of _____ or failing him/her _____ of _____ in the District of _____ as my/our Proxy to vote for me/us on my/our behalf at the **Extra Ordinary General Meeting** of the Company to be held at Sindhu Bhavan, Sindhu Bhavan Marg, Off S G Highway, Bodakdev, Ahmedabad – 380059 on Saturday, 10th November, 2012 at 11.00 am and at any adjournment thereof.

Signed this_____day of_____2012.

Re. 1 Revenue Stamp

Signature_____

Note: The Proxy form duly completed should be deposited at the **Registered Office of the Company** not less than 48 hours before the time for holding the meeting. A Proxy need not be a member.

SANGHI INDUSTRIES LIMITED

Registered Office : Sanghinagar P.O., Hayatnagar Mandal R.R. District, A.P. 501 511

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company at Sindhu Bhavan, Sindhu Bhavan Marg, Off S G Highway, Bodakdev, Ahmedabad - 380059 on Saturday, 10th November, 2012 at 11.00 am.

Full Name of the Shareholder _____Signature _____

(in block letters)

Regd. Folio No./ Client ID: _____ D.P. ID: _____

Full Name of the Proxy _____ Signature _____

(in block letters)

BOOK-POST

If undelivered, please return to:

Sanghi Industries Limited
Sanghinagar P.O.
Hayatnagar Mandal, R R District,
Andhra Pradesh - 501 511
Tel. : +91 8415 242271 / 77 / 40
email : companysecretary@sanghicement.com

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