



**SIGACHI INDUSTRIES LIMITED**

CIN: L24110TG1989PLC009497

Regd. Office: 229/1 & 90, Kalyan's Tulsiram Chambers, Madinaguda, Hyderabad- 500 049, Telangana

Tel: 040-23396817, 23327723/ 29; Fax: 040-23314158

Website: www.sigachi.com; Email: investors@sigachi.com

**NOTICE**

**Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of Sigachi Industries Limited for F.Y. 2024-25 will be held on Tuesday, 23<sup>rd</sup> September, 2025 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31<sup>st</sup> March, 2025, the Standalone and Consolidated Statement of Profit and Loss and Standalone and Consolidated Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To declare dividend of 10% i.e., Re. 0.10/- on equity shares of face value of Re. 1/- for the financial year ended 31st March 2025.
3. To appoint a director in place of Mr. Rabindra Prasad Sinha (DIN: 00413448), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. **RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2025-26:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactments thereof, for the time being in force), and on recommendations of the Audit Committee and as approved by the Board of Directors, consent of the Members be and is here by accorded for payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum plus GST and out of pocket expenses to **M/s MPR & Associates,**

(Registration No. 000413) Cost Accountants to conduct the audit of the Cost Records of the Company for the Financial Year ended 31st March 2026.

**RESOLVED FURTHER THAT** Mr. Amit Raj Sinha, CEO and Managing Director and Mr. Vivek Kumar, the Company Secretary and compliance officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

**5. TO APPOINT M/S. AAKANKSHA DUBEY & CO., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS FOR A TERM OF UPTO 5 (FIVE) CONSECUTIVE YEARS.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), M/s. Aakanksha Dubey & Co., Practicing Company Secretaries be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 consecutive years, from FY 2025-26 to FY 2029-30 (‘the Term’), on such terms & conditions, including remuneration as may be determined by the Board of Directors.”

“**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**6. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH TRIMAX BIO SCIENCES PRIVATE LIMITED, SUBSIDIARY COMPANY**

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

“**RESOLVED THAT** pursuant to the Section 188 (1), (3) and applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee in their meetings held on 30.05.2025, the consent of the Shareholders be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s))

taken together or otherwise) as mentioned below with M/s. Trimax Bio Sciences Private Limited, a Subsidiary of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. in Crores)
Sales	Subsidiary Company	Rs 50.00 Crores
Purchase	Subsidiary Company	Rs 50.00 Crores

**“RESOLVED FURTHER THAT** Mr. Amit Raj Sinha Managing Director & CEO be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

**7. TO APPROVE ONE-TIME MATERIAL RELATED PARTY TRANSACTION I.E., TO MAKE INVESTMENT AND CONVERT LOAN/ADVANCES INTO EQUITY OF M/S. TRIMAX BIO SCIENCES PRIVATE LIMITED**

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

**“RESOLVED THAT** pursuant to Regulation 23 (2) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 together with the rules made there under and pursuant to the prior approval and recommendations of the Company’s Audit Committee and Board of Directors in their meetings held on 30.05.2025, consent of the members be and is hereby accorded to the Company to enter into material related party transaction i.e., to make Investment through conversion of loan/advances into equity in M/s. Trimax Bio Sciences Private Limited for an aggregate value up to Rs. 37.22 Crores in one or more tranches from time to time.”

**“RESOLVED FURTHER THAT** Mr. Amit Raj Sinha Managing Director & CEO of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard.”

**By order of the Board  
For Sigachi Industries Limited**

Sd/-

**Date: 26.08.2025  
Place: Hyderabad**

**Vivek Kumar  
Company Secretary & Compliance Officer**

## NOTES:

Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

1. The Deemed Venue of the 36<sup>th</sup> AGM of the Company shall be its Registered Office.
2. Since the AGM will be held through VC/OAVM (e-AGM), the Route Map for venue of AGM is not annexed to the Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also be available on the Company’s website [www.sigachi.com](http://www.sigachi.com), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of R&T Agent of the Company viz. Bigshare Services Pvt. Ltd at [www.bigshareonline.com](http://www.bigshareonline.com).

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), via e-mail at the Email Id – Bigshare Services Pvt. Ltd for obtaining the Annual Report and Notice of e-AGM of the Company electronically.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 17.09.2025 to 23.09.2025 (including both days).

9. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
10. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
11. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
15. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@sigachi.com](mailto:investors@sigachi.com)
16. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 36<sup>th</sup> Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
17. Members may note that the Board of Directors, in its meeting held on May 30, 2025 has recommended a dividend of Re. 1/- per share for fiscal year 2024-25. The record date for the purpose of dividend will be 16.09.2025. The dividend, once approved by the members in the ensuing AGM will be paid within 30 days from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.
18. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate email will be sent at the registered email ID of the members describing about the detailed process to submit the

documents/ declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/ declarations by the members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company [www.sigachi.com](http://www.sigachi.com). Shareholders holding shares in physical form may write to the company/ company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.

19.If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before 20.10.2025 as under: i. to all the Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories viz. National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on 16.09.2025 (viz. the "Record Date");

20.Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates as applicable to various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments made thereto from time to time. Some of the major features of the latest tax provisions on dividend distribution are stated as hereunder for a quick reference.

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2024-25 provided PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no TDS shall be deducted on the dividend payable to a resident Individual if the total dividend to be received by them during Financial Year 2024-2025 does not exceed Rs. 5,000/-. Please note that this includes the previous dividend(s) paid, if any, and future dividend(s) which may be paid, during the Financial Year 2024-2025, if declared.

21.Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard-2, the brief profile/ particulars of the Directors of the Company seeking their appointment or re-appointment at the Annual General Meeting (AGM) is annexed hereto.

22.e-AGM: Company has appointed CDSL to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

23.Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):

- a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
- b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
- c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

24.The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

25.Up to 10000 members will be able to join on a FIFO basis to the e-AGM.

26.No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

27.The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

28. The company has appointed Ms. Aakanksha of M/s. Aakanksha Dubey & Co., Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchanges within 24 hours from the conclusion of the Meeting.

**29.THE INTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

1. The voting period begins on September 20,2025 at 9:00 A.M. and ends on September 22,2025 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., on September 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

**In case of Individual shareholders holding shares in demat mode:**

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be redirected to <b>e-Voting service provider</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000

**Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

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

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

your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Sigachi Industries Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@sigachi.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Ten days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

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

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**By order of the Board  
Sigachi Industries Limited**

**Sd/-**

**Date: 26.08.2025  
Place: Hyderabad**

**Vivek Kumar  
Company Secretary & Compliance Officer**

## **EXPLANATORY STATEMENT**

### **PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **ITEM NO.4**

##### **RATIFICATION OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2025-26:**

The Board in its meeting held on 27.05.2024, has approved the appointment of **M/s. MPR & Associates (Registration No. 000413) as Cost Auditors** to examine and conduct audit of cost records of the Company relating to all applicable products, Pharmaceuticals products for the year ending 31st March 2026, at a remuneration of Rs. 50,000 per annum plus tax and out of pocket expenses incurred in connection with the audit.

M/s. MPR & Associates, has furnished a certificate that it is not disqualified under the provisions of Section 148(5) read with Sections 139 and 141(3) of the Act and their appointment will be within the limits prescribed under Section 141(3)(g) of the Act.

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

Accordingly, consent of the Members is being sought for passing an Ordinary Resolution at item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the year ending 31st March 2026.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution as set out in item no.4 of the Notice of AGM for approval of the members.

#### **ITEM NO. 5**

##### **TO APPOINT M/S. AAKANKSHA DUBEY & CO., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS FOR A TERM OF UPTO 5 (FIVE) CONSECUTIVE YEARS.**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 30, 2025 have approved and recommended the appointment of M/s. Aakanksha Dubey & Co., Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2025TS1021000) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive

years to hold office from Financial Year 2025-26 to Financial Year 2029-30 and issue Secretarial Audit Report for Financial Years ending 31<sup>st</sup> March 2026, 31<sup>st</sup> March 2027, 31<sup>st</sup> March 2028, 31<sup>st</sup> March 2029 and 31<sup>st</sup> March 2030:

- a. **Term of appointment:** Upto 5 (Five) consecutive years from Financial Year 2025-26 to Financial Year 2029-30.
- b. **Proposed Fee:** Rs. 60,000 per month, plus applicable taxes and other out-of-pocket costs incurred in connection with the audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. **Credentials:** M/s. Aakanksha Dubey & Co., is a Practicing Company Secretaries firm based at Hyderabad providing secretarial, filings and incorporations, foreign advisory services. The firm has existence of more than a decade in the above said services.

M/s. Aakanksha Dubey & Co., have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

- e. **Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no change in the Auditor.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

**ITEM NO.6 TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH TRIMAX BIO SCIENCES PRIVATE LIMITED, SUBSIDIARY COMPANY**

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material transactions with related parties require prior approval of the members of the Company through ordinary resolution.

Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, the Annual Audited Consolidated Turnover of Sigachi Industries Limited for the previous financial year 2024-25 was Rs. 488.23 crores and 10% of the Annual Consolidated Turnover is Rs. 48.82 crores.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Trimax Bio Sciences Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 30.05.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members’ approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount transactions (Rs. In Crores)
Sales	Subsidiary Company	Rs 50.00 Crores
Purchases	Subsidiary Company	Rs 50.00 Crores

**INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.**

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of Audit Committee
<b>A. Details of the related party and transactions with the related party</b>			
<b>A (1). Basic details of the related party</b>			
1.	Name of the related party	Trimax Bio Sciences Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Manufacturing of Active Pharmaceutical Ingredients	



<b>A (2). Relationship and ownership of the related party</b>			
4.	Relationship between the listed entity/subsidiary and the related party.	M/s. Sigachi Industries Limited is the Holding Company and promoters of M/s. Trimax Bio Sciences Private Limited.	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	Sigachi Industries Limited is holding 80% in Trimax Bio Sciences Pvt Ltd	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil	
<b>A (3). Financial performance of the related party</b>			
7.	Standalone turnover of the related party for each of the last three financial years:	For FY 2022-23- Rs 38 Crores For FY 2023-24- Rs 57 Crores For FY 2024-25- Rs 29 Crores	
8.	Standalone net worth of the related party for each of the last three financial years:	For FY 2022-23-Rs. 37 Crores For FY 2023-24-Rs. 57 Crores For FY 2024-25-Rs. 61 Crores	
9.	Standalone net profits of the related party for each of the last three financial years:	For FY 2022-23- (Rs. 1.31 Crores) For FY 2023-24- (Rs. 4.32 Crores) For FY 2024-25- Rs. 4.48 Crores	
<b>A (4). Details of previous transactions with the related party</b>			
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	FY 2024-25: Rs 9.73 Crores FY 2023-24: Rs 27.50 Crores FY 2022-23: Nil	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 0.70 Crores (in FY 2025-26 till date)	
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above-mentioned transactions	

13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil	
<b>A (5). Amount of the proposed transactions</b>			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Sales – Rs. 50 Crores Purchase – Rs. 50 Crores	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Value of the Proposed Transaction is Rs. 100 Crores and is 20.48% of Sigachi Industries Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2024-25.	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the Proposed Transaction is Rs. 100 Crores and is 24.52% of Trimax Bio Sciences Private Limited annual Standalone turnover for the immediately preceding financial year i.e. FY 2024-25	
<b>B. Details for specific transactions</b>			
<b>B (1). Basic details of the proposed transaction:</b>			
19.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves purchase of goods and sale of goods/ services, and other transactions for business purpose.	
20.	Details of the proposed	Purchase of goods and sale of goods/ servi	

	transaction		
	Sale & Purchase of Goods	Rs. 100 Crores	
21.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2025 to March 31, 2026	
22.	Indicative date / timeline for undertaking the transaction	FY 2025-26	
23.	Whether omnibus approval is being sought?	Yes	
24.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.  If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Value of the proposed transaction during a financial year – Rs. 100 Crores	
25.	Whether the RPTs proposed to be entered into are: i. not prejudicial to the interest of public shareholders, and ii. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
26.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	These transactions will be undertaken in furtherance of the ordinary course of business of the company. The expertise, complementary strengths and facilities available within the group are leveraged for enhancing operating efficiency through these transactions.	
27.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or	Nil	

	<p>KMP in the related party is more than 2%.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>		
28.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>a. Name of the director / KMP/ partner</p> <p>b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.</p>	As date Mr. Amit Raj Sinha holding 4.40% equity shares, Ms. Swati Sinha holding 2.36% equity shares in M/s. Sigachi Industries Limited.	
29.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
30.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
<b>B (2). <u>Additional details</u> for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>			
31.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Nil	
32.	<p>Best bid / quotation received.</p> <p>If comparable bids are available, disclose the price and terms offered.</p>		

33.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.		
34.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the Shareholders.		

**a. The redaction of commercial secrets etc.:** Not Applicable

**b. Justification for the proposed transaction**

These transactions will be undertaken in furtherance of the ordinary course of business of the company. The expertise, complementary strengths and facilities available within the group are leveraged for enhancing operating efficiency through these transactions.

**c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders**

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

**d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.**

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

**e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable

**f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** NA

**g. Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.

**h. Any other information that may be relevant:** Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 6 of the Notice.

Except Mr. Amit Raj Sinha, Ms Swati Sinha, Mr. Janardhana Reddy Yeddula, Ms. Dhanalakshmi Guntaka, Director, Mr. O Subbarami Reddy and their relatives, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

**ITEM NO.7 TO APPROVE ONE-TIME MATERIAL RELATED PARTY TRANSACTION  
I.E., TO MAKE INVESTMENT AND CONVERT LOAN/ADVANCES INTO EQUITY OF  
M/S. TRIMAX BIO SCIENCES PRIVATE LIMITED**

The Company has acquired 2,88,00,000 equity shares of M/s. Trimax Bio Sciences Private Limited in the year 2023. The paid up share capital of the said company is Rs. 36,00,00,000 consisting of 3,60,00,000 of Rs. 10.00 each.

Now, the Company wants to convert loan/advances into equity and invest through preferential issue in its Subsidiary company Trimax Bio Sciences Private Limited as per the Valuation made by Mr. G Murali Reddy, FCA, Independent and Registered Valuer and necessary board resolutions are passed by the both companies and recommended the same for the approval of the shareholders in the coming Extra Ordinary General Meeting.

Your Company proposes to enter into transaction with the entity/ persons, as mentioned in the resolution, which is falling under the definition of “related party” as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) (“SEBI Listing Regulations”).

Pursuant to Regulation 23(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015(“SEBI LODR”), all material related party transactions shall require prior approval of the shareholders through Resolution and pursuant to Reg. 23 (1) of SEBI LODR, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, *exceeds Rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.*

The proposed Related Party Transaction with Subsidiary Company exceeds the prescribed threshold limits as said above and hence requires prior approval of the Shareholders.

The Company hereby proposes to seek shareholders’ approval for the said transaction by way of an Ordinary Resolution under Regulation 23 of SEBI(LODR) Listing Regulations, to enable the Company to enter into Related Party Transactions in one or more tranches.

Pursuant Sec 186 of the Companies Act, 2013 the proposed investment in Trimax Bio Sciences Private Limited is approved by the Audit Committee and also by the Board of Directors and post-Acquisition, Sigachi Industries Limited will hold 84.59 % in Trimax Bio Sciences Private Limited.

Therefore, approval from the shareholders is sought in terms Regulation 23 of SEBI (LODR) Regulations, 2015. The details of proposed transaction are explained below:

Pursuant to SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated 14.02.2025, minimum information to be provided to the Audit Committee and the shareholders for review and approval of Material Related Party Transactions to be entered is prescribed. To Comply with latest amendments following information was placed before the Audit Committee seeking approval for Material Related Party Transaction:

**Minimum Information to be provided for review of the Audit Committee for Approval of RPTs:**

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
<b>A. Details of the related party and transactions with the related party</b>			
<b>A(1). Basic details of the related party</b>			
35.	Name of the related party	M/s. Trimax Bio Sciences Private Limited	
36.	Country of incorporation of the related party	India	
37.	Nature of business of the related party	Manufacturing of Active Pharmaceutical Ingredients.	
<b>A(2). Relationship and ownership of the related party</b>			
38.	Relationship between the listed entity/subsidiary and the related party.	M/s. Sigachi Industries Limited is the Holding Company and promoters of M/s. Trimax Bio Sciences Private Limited.	
39.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	Sigachi Industries Limited is holding 80% in Trimax Bio Sciences Pvt Ltd	
40.	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil	
<b>A(3). Financial performance of the related party</b>			
41.	Standalone turnover of the related party for each of the last three financial years:	For FY 2022-23- Rs 38 Crores For FY 2023-24- Rs 57 Crores For FY 2024-25- Rs 29 Crores	
42.	Standalone net worth of the related party for each of the last three financial years:	For FY 2022-23-Rs. 37 Crores For FY 2023-24-Rs. 57 Crores For FY 2024-25-Rs. 61 Crores	

43.	Standalone net profits of the related party for each of the last three financial years:	For FY 2022-23- (Rs. 1.31 Crores) For FY 2023-24- (Rs. 4.32 Crores) For FY 2024-25- Rs. 4.48 Crores	
<b>A(4). Details of previous transactions with the related party</b>			
44.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	FY 2024-25: Rs 9.73 Crores FY 2023-24: Rs 27.50 Crores FY 2022-23: Nil	
45.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	To be filled	
46.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	
47.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable	
<b>A(5). Amount of the proposed transactions (All types of transactions taken together)</b>			
48.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs.37.22 crores	
49.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	
50.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Consolidated Turnover of the Company (Sigachi Industries Limited) as per audited financials for the year ended 31.03.2025 is Rs. 488.23 crores and the proposed transaction value i.e., Rs. 37.22 Crores, constitutes 7.62% of the above said turnover.	
51.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where	Not Applicable	



	the listed entity is not a party to the transaction)		
52.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Rs 37.22 crores and % of annual standalone turnover of Rs 29 Crores is 128%	
<b>B. Details for specific transactions</b>			
<b>B(1). Basic details of the proposed transaction</b>			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment in M/s. Trimax Bio Sciences Private Limited for an aggregate value up to Rs. 37.22 Crores	
2.	Details of the proposed transaction	a. In connection with the advance of Rs. 37.22 crores to M/s. Trimax Bio Sciences Private Limited for Conversion of loans/advance into equity	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year from the date of approval by Shareholders of Trimax Bio Sciences Pvt Ltd and subject to approval of Shareholders of Sigachi Industries Limited	
4.	Indicative date / timeline for undertaking the transaction	1 year	
5.	Whether omnibus approval is being sought?	Yes	
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.  If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Yes, Audit committee approval was taken for Rs 100 Crores.  Omnibus Approval is sought for maximum value of a single transaction during a financial year for Rs 50 crore.	
7.	Whether the RPTs proposed to be entered into are: iii. not prejudicial to the interest of public shareholders, and iv. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the CEO or CFO or any other KMP of the listed entity and also from all promoter directors of the listed entity is placed at the meeting	

8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Company is proposing to convert existing Loan/ advances of Rs 37.22 Crores into equity. M/s. Trimax Bio Sciences Private Limited is expected to generate revenues which would be consolidated with the Listed Company and on making investment in turn would benefit all the stakeholders associated with the Company.	
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>c. Name of the director / KMP</p> <p>d. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Sigachi Industries Limited is holding 80% in Trimax Bio Sciences Pvt Ltd. Post Conversion Companies holding would be 84.59%	
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>c. Name of the director / KMP/ partner</p> <p>d. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.</p>	As date Mr. Amit Raj Sinha holding 4.40% equity shares, Ms. Swati Sinha holding 2.36% equity shares in M/s. Sigachi Industries Limited.	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, Valuation made by Mr. G Murali Reddy, FCA, Independent and Registered Valuer	
12.	Other information relevant for decision making.	Investee Company is subsidiary of the Listed Company.	
<b>Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity</b>			

13.	Source of funds in connection with the proposed transaction.	Internal Accruals, Company is proposing to convert advances/loans of Rs 37.22 Crores into equity.	
14.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	No indebtedness is incurred at present.	
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
15.	Material covenants of the proposed transaction	Nil	
16.	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years:  <ul style="list-style-type: none"> <li>To any party (other than related party):</li> <li>To related party.</li> </ul>	Nil	
17.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	NA	
18.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	NA	
19.	Proposed interest rate to be charged by listed entity from the related party	Nil	
20.	Maturity / due date	NA	

21.	Repayment schedule & terms	NA	
22.	Whether secured or unsecured?	NA	
23.	If secured, the nature of security & security coverage ratio	Not Applicable	
24.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	NA	
25.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Nil	
26.	Amount of total borrowings (long-term and short-term) of the related party over the last three financial years	NA	
27.	Interest rate paid on the borrowings by the related party from any party in the last three financial years.	Nil	
28.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or <i>any other person</i> .	NA	
<b>Additional details for proposed transactions relating to any investment made by the listed entity</b>			
29.	Source of funds in connection with the proposed transaction.	Internal Accruals, Company is proposing to convert advances/loans of Rs 37.22 Crores into equity.	
30.	Purpose for which funds shall be utilized by the investee company.	M/s. Trimax Bio Sciences Private Limited will utilize the funds towards its principal business activities for expansion of its manufacturing facility.	
31.	Where any financial indebtedness is incurred to make investment, specify the following:	No indebtedness is incurred at present.	
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		

	d. Other details		
32.	Material covenants of the proposed transaction	NA	
33.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Nil	
34.	Expected annualized returns	Returns will expect from the FY 2027	
35.	Returns on past investments in the related party over the last three financial years	Total return on past investments of Rs 100 Crores in Trimax is 4.48% from acquisition in Trimax.	
36.	Details of asset-liability mismatch position, if any, post investment	NIL	
37.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable	

**a. The redaction of commercial secrets etc.:** Not Applicable

**b. Justification for the proposed transaction**

These transactions will be undertaken in furtherance of the ordinary course of business of the company. The expertise, complementary strengths and facilities available within the group are leveraged for enhancing operating efficiency through these transactions.

**c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:**

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

**d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.**

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

**e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Yes, the Valuation report as obtained was placed before the Audit Committee and was considered while approving the RPT.

- f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: not applicable
- g. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.
- h. Any other information that may be relevant: Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Except Mr. Amit Raj Sinha, Ms Swati Sinha, Mr. Janardhana Reddy Yeddula, Ms. Dhanalakshmi Guntaka, Director, Mr. O Subbarami Reddy and their relatives, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 7 of the Notice.

**Date: 26.08.2025**  
**Place: Hyderabad**

**By order of the Board**  
**For Sigachi Industries Limited**  
**Sd/-**  
**Vivek Kumar**  
**Company Secretary & Compliance Officer**