Date: 15th September, 2026

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex,
Bandra East, Mumbai – 400 051.

Symbol: SANGINITA (Series: EQ)

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of 03/2026-27 Extraordinary General Meeting of Members

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI Listing Regulations as amended from time to time, please find enclosed herewith a copy of the Notice of (03/2026-27) Extra-ordinary General Meeting ("**EGM**") of the Company to be held on Wednesday, 07th October 2026 at 03:00 P.M.(IST) through Video Conferencing / Other Audio-Visual Means ("VC/OAVM"), together with the Explanatory Statement and Instructions for remote e-voting, seeking approval of the Members of the Company for the following businesses:

S. No.	Description of the Resolution	Type of Resolution
1.	To approve the issuance of equity shares and convertible warrants on preferential basis to the persons belonging to "promoter & promoter group" and "non-promoter" category	Special Resolution
2.	To alter the Articles of Association of the Company to include provisions for issuance of shares through employee stock option schemes and to revise the offer period for further issue of shares	Special Resolution
3.	To approve Agastya Energy and Infrastructure Limited - Employee Stock Option Scheme 2026' ("ESOP SCHEME 2026" or "Scheme")	Special Resolution
4.	To approve "Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026" through Trust route including fresh issuance and/or secondary acquisition of shares by the Trust	Special Resolution
5.	To approve grant of employee stock options to the eligible employees of the Subsidiary Company(ies) and/or Associate	Special Resolution

AGASTYA ENERGY AND INFRASTRUCTURE LIMITED
(formerly known as Sanginita Chemicals Limited)
CIN: **L35105GJ2005PLC047292**
Regd. Office -301, 3RD FLOOR, SHALIN COMPLEX, SECTOR 11 GANDHINAGAR, GUJARAT- 382011, Gujarat, India
Email id: sanginitachemicals@yahoo.com
Website: www.sanginitachemicals.co.in
Mobile No.: +91-8796102401

	Company(ies) of the Company under "Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026"	
6.	To approve provision of money, loan and/or financial assistance by the Company to AEIL ESOP Trust for the implementation of "Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026"	Special Resolution

In accordance with the applicable guidelines/ circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), the Notice is being sent by email only, to the members whose e-mail addresses are registered with the Depository Participants ("**DP**")/ Depository/ Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited (collectively referred to as "**Depositories**") as on 11th September, 2026 ("**Cut-off date**").

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the Notice of EGM. The voting period begins on Sunday, 04th October, 2026 at 9:00 A.M.(IST) and end on Tuesday, 06th October, 2026 at 5:00 P.M.(IST).

The aforesaid Notice of EGM is also being uploaded on the website of the Company at https://www.sanginitachemicals.co.in

Kindly take the above information into your records.

Yours sincerely,

For **Agastya Energy and Infrastructure Limited**
(**Formerly Known as Sanginita Chemicals Limited**)

Gaurav Kumar Tripathi
Digitally signed by Gaurav Kumar Tripathi
Date: 2026.09.15 14:37:24 +05'30'

Gaurav Kumar Tripathi
Whole Time Director
(DIN: 06372272)

NOTICE OF (03/2026-27) EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the (03/2026-27) Extra-Ordinary General Meeting ("EGM") of the members of Agastya Energy And Infrastructure Limited (formerly known as Sanginita Chemicals Limited) ("the Company") will be held on Wednesday, 07th October, 2026 at 3.00 P.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following business

SPECIAL BUISNESS

1. **TO APPROVE THE ISSUANCE OF EQUITY SHARES AND CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO "PROMOTER & PROMOTER GROUP" AND "NON-PROMOTER" CATEGORY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (hereinafter referred to as "**NSE**"/ "**Stock Exchange**"), on which the equity shares of the Company having face value of INR 10 each ("**Equity Shares**") are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI"**), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), and taking into consideration the resolution passed by the Board of the Company on 09th September, 2026 approving the issuance of Equity Shares and Warrants to the Proposed Allottees (as defined below), consent of the members of the Company ("**Members**") be and is hereby accorded to the Board to authorize, create, issue, offer and allot, from time to time in one or more tranches the following securities on preferential basis to the below mentioned persons, including to the 5 (Five) Qualified Institutional Buyers ("QIB") belonging to non-promoter category ("**Proposed Allottees"**):

i) Up to 55,06,094 (Fifty-Five Lakh Six Thousand Ninety-Four) paid-up Equity Shares having a face value of INR 10 (Ten) each at an issue price of INR 55.03 (Rupees Fifty-Five and Three Paise) per equity share including a premium of INR 45.03 (Rupees Forty-Five and Three Paise) per equity share aggregating to INR 30,30,00,352.82 (Rupees Thirty Crore Thirty Lakh Three Hundred Fifty-Two and Eighty-Two Paise), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "**Floor Price**"), for cash consideration, on such further terms and conditions as detailed herein below to the below mentioned persons:

S. No.	Name of Proposed Allottees	Category	Maximum number of Equity Shares to be allotted	Aggregate Amount (in Rs.)
1	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	9,08,596	5,00,00,037.88
2	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	9,08,596	5,00,00,037.88
3	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY OPEN-ENDED PROTECTED CELL	Public (QIB)	4,54,299	2,50,00,073.97
4	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Public (QIB)	6,36,017	3,50,00,015.51

5	BRIDGE INDIA FUND	Public (QIB)	5,45,158	3,00,00,044.74
6	VIKASA INDIA ELF I FUND	Public (QIB)	5,45,158	3,00,00,044.74
7	ELYSIAN WEALTH FUND	Public (QIB)	5,45,158	3,00,00,044.74
8	CITY PULSE MULTIVENTURES LIMITED	Public	9,08,596	5,00,00,037.88
9	AMIT KALRA	Public (KMP*)	36,344	20,00,010.32
10	GAURAV KUMAR TRIPATHI	Public (KMP*)	18,172	10,00,005.16
Total			**55,06,094**	**30,30,00,352.82**

*KMP - (Key Managerial Personnel)

ii) Up to 9,73,65,077 (Nine Crore Seventy-Three Lakh Sixty-Five Thousand Seventy-Seven) warrants (“**Warrants**”) for cash at an issue price of INR 55.03 (Rupees Fifty-five and three paise) per warrant (“**Warrant Issue Price**”), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of INR 10 (Rupees Ten) each at a premium of INR 45.03 (Rupees Forty-Five and Three Paise) each, aggregating up to INR 5,35,80,00,187.31 (Rupees Five Hundred Thirty-Five Crore Eighty Lakh One Hundred Eighty-Seven And Thirty-One Paise), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “**Floor Price**”), for cash consideration, on such further terms and conditions as detailed herein below to the below mentioned persons:

S. No.	Name of Proposed Allottees	Category	Maximum number of Warrants to be allotted	Aggregate Amount (in Rs.)
1	BNG INVESTMENT LLC	Promoter	66,32,746	36,50,00,012.38
2	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
3	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64

4	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY OPEN-ENDED PROTECTED CELL	Public (QIB)	98,12,830	54,00,00,034.90
5	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Public (QIB)	90,85,953	49,99,99,993.59
6	BRIDGE INDIA FUND	Public (QIB)	72,68,762	39,99,99,972.86
7	VIKASA INDIA ELF I FUND	Public (QIB)	87,22,515	48,00,00,000.45
8	ELYSIAN WEALTH FUND	Public (QIB)	87,22,515	48,00,00,000.45
9	DILIP SITARAM GAIKWAD (on behalf of SAI AGRO INDUSTRIES, PARTNERSHIP FIRM)	Public	32,70,944	18,00,00,048.32
10	AMIT KALRA	Public (KMP*)	1,09,032	60,00,030.96
11	GAURAV KUMAR TRIPATHI	Public (KMP*)	1,27,204	70,00,036.12
Total			**9,73,65,077**	**5,35,80,00,187.31**

*KMP - (Key Managerial Personnel)

for a total consideration of INR 5,66,10,00,540.13 (Rupees Five Hundred Sixty-Six Crore Ten Lakh Five Hundred Forty and Thirteen Paise), as approved by the Board of the Company at its meeting held on 09th September 2026, to the Proposed Allottees on such terms and conditions as set out herein and under the share subscription agreement and warrant subscription agreement proposed to be executed separately with each of the Proposed Allottees.

RESOLVED FURTHER THAT the "Relevant Date", as per the provisions of Chapter V of the SEBI ICDR Regulations, for the purpose of determining the Floor Price for the Equity Shares and Warrants proposed to be allotted to the abovementioned allottees shall be 07th September 2026, being the date 30 days prior to the date of the shareholders' meeting at which the special resolution will be considered. i.e. 07th October 2026. Further, the conversion price for the Warrants shall be determined with reference to the said Relevant Date, i.e., 07th September 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and subject to the terms and conditions set out in the explanatory statement:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be;

b) The Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects, including with respect to voting rights and entitlement to dividend, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

c) The Equity Shares shall be subject to lock-in for the period prescribed under Chapter V of the SEBI ICDR Regulations;

d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;

e) The Equity Shares shall be listed and admitted to trading on NSE, subject to receipt of the necessary in-principle and other approvals;

f) The Equity Shares shall be issued for cash consideration and the subscription amount shall be received from the respective bank accounts of the Proposed Allottees in accordance with applicable law;

g) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

RESOLVED FURTHER THAT the issue and allotment of Warrants and the allotment of equity shares upon conversion of such Warrants shall be subject to applicable law and the terms and conditions set out herein and in the explanatory statement:

a) The Warrant holder shall be entitled to apply for and be allotted 1 (one) equity share against each Warrant;

b) INR 13.76 (Rupees Thirteen Point Seventy Six paise only), being 25% of the Warrant Issue Price, shall be payable at the time of subscription to each Warrant, and the remaining INR 41.27 (Rupees Forty-One Point Twenty Seven Paise only), being 75% of the Warrant Issue Price, shall be payable by the Warrant holder at the time of conversion of each Warrant (such 75% being the "**Warrant Conversion Price**");

c) The Warrants shall be allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders in accordance with Regulation 170 of the SEBI ICDR Regulations, subject to receipt of the applicable regulatory and statutory approvals;

d) The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall allot the corresponding number of equity shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company;

e) If any Warrant is not exercised within 18 (eighteen) months from the date of its allotment, such Warrant shall lapse and the amount paid in respect of the unexercised Warrant shall stand forfeited in accordance with the SEBI ICDR Regulations;

f) The Warrants shall not carry any voting rights until they are converted into Equity Shares;

g) The Warrant Issue Price and/or the number of Equity Shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants and in accordance with **Annexure 1** of this Notice, subject to the applicable law and the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

h) The Equity Shares allotted upon exercise of the Warrants shall be fully paid-up and shall rank pari passu with the then-existing Equity Shares of the Company in all respects, including with respect to voting rights and entitlement to dividend;

i) The Warrants allotted in terms of this resolution and the resultant Equity Shares allotted on conversion of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulation;

j) The entire pre-preferential allotment shareholding of the Proposed Allottees in the Company shall be subject to lock-in for such period as specified in Chapter V of the SEBI ICDR Regulations;

k) The Equity Shares allotted upon exercise of the Warrants shall be listed and admitted to trading on NSE, subject to receipt of the necessary approvals; and

l) The Warrants shall not be transferable, except as may be permitted under the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of Equity Shares and Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations and the Articles of Association of the Company, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent to the Board be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter (in Form PAS-4), to the Proposed Allottees in accordance with the provisions of the Companies Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Gaurav Kumar Tripathi, Whole Time Director, any other Director and Mr. Amit Kalra, CFO of the Company (collectively referred as "**Authorised Persons**") be and are hereby severally authorized to open a bank account in connection with the proposed issuance of the Equity shares and Warrants and depositing the subscription money received in that account and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable or expedient, including without limitation, and to resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements (including share subscription agreement and warrant subscription agreement, separately with each Proposed Allottee), documents (including for appointment of agencies, intermediaries and advisors for the issue).

RESOLVED FURTHER THAT any one of the Directors of the Company or the Key Managerial Personnel be and are hereby severally or jointly authorised to do all such acts, deeds, and things as may be considered necessary or desirable to give effect to the above-mentioned resolution and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit including issue and allotment of the Equity Shares and Warrants and listing thereof with the Stock Exchange as appropriate and filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required."

2. **ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY TO INCLUDE PROVISIONS FOR ISSUANCE OF SHARES THROUGH EMPLOYEE STOCK OPTION SCHEMES AND TO REVISE THE OFFER PERIOD FOR FURTHER ISSUE OF SHARES**

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

   RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and other applicable laws ("Companies Act"), and such other regulatory/statutory approvals as may be required, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company in the manner set out below:

   (i) Article 7(I)(b) be substituted with the following:

   "(b) The offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed under the Companies Act and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined."

   (ii) A new Article 7A be inserted immediately after Article 7 as follows:

   "7A. Subject to applicable laws, including the Companies Act, 2013 and the rules made thereunder and the regulations prescribed by the Securities and Exchange Board of India, the Directors are hereby authorised to formulate, implement and administer one or more employee benefit scheme(s), including employee stock option scheme(s), and to issue, offer, grant and allot equity shares of the Company to such employees of the Company (directly or indirectly), its subsidiary company(ies) and/or associate company(ies), whether directly or through an employee welfare trust established for such purpose, subject to the requisite approval(s) of the members of the Company

and/or any regulatory authority, as may be required under applicable laws. The Directors or a duly constituted committee thereof shall be entitled to determine the terms and conditions of such scheme(s) and undertake all such acts, deeds and things as may be necessary for implementation thereof in accordance with applicable laws."

RESOLVED FURTHER THAT the consent of the members of the Company, be and is hereby accorded to the aforesaid amendment in the existing Articles of Association of the Company which is approved and adopted to the extent as modified from the existing Article of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company, CFO and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or as may be required to give effect to this resolution."

3. **TO APPROVE "AGASTYA ENERGY AND INFRASTRUCTURE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026' ("ESOP SCHEME 2026" OR "SCHEME")**

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

"RESOLVED THAT pursuant to the

(i) provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 and the rules made thereunder;

(ii) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, including any statutory modification(s) or re-enactment thereof ("**SBEB Regulations**");

(iii) relevant provisions of the Memorandum and Articles of Association of Agastya Energy and Infrastructure Limited *(formerly known as Sanginita Chemicals Limited)* ("Company");

(iv) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or re-enactment thereof;

(v) the Foreign Exchange Management Act, 1999, as amended from time to time, read with the rules, regulations, circulars and notifications issued thereunder;

(vi) the circulars, guidelines, notifications and clarifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India; and

(vii) all other applicable laws, rules, regulations, notifications and guidelines, as amended from time to time (together, "Applicable Law"), and such other regulatory/statutory approvals as may be required, consent of the members of the Company be and is hereby accorded for the introduction and implementation of the **'Agastya Energy and Infrastructure Limited –Employee Stock Option Scheme 2026'** ("**ESOP SCHEME 2026" or "Scheme**") to be implemented through an irrevocable employee welfare trust of the Company namely **'AEIL ESOP Trust'** ("Trust"), and to create, offer and grant from time to time, in one or more tranches, not exceeding 50,00,000 (Fifty Lakh Only) employee stock options ("Options"), exercisable into not more than 50,00,000 (Fifty Lakh Only) equity shares of face value of INR 10/- (Rs. Ten only) each, to the eligible employees of the Company, whether employed in India or outside India, in accordance with the terms of ESOP Scheme 2026 and Applicable laws, with one Option entitling the holder thereof to acquire one equity share upon exercise.

RESOLVED FURTHER THAT approval of the members, be and is hereby accorded for sourcing the equity shares required for implementation of ESOP SCHEME 2026 through fresh issuance of equity shares by the Company to the Trust and/or by way of secondary acquisition of equity shares by the Trust, in accordance with the provisions of the Scheme and Applicable Laws.

RESOLVED FURTHER THAT approval of the members, be and is hereby accorded to the, Nomination and Remuneration Committee be and is hereby designated as the 'Compensation Committee' for the purposes of administration, interpretation and implementation of ESOP SCHEME 2026, with powers as set out in the Scheme and under the SBEB Regulations.

RESOLVE FURTHER THAT grant of options to any identified employee during any one year equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options shall be subject to prior approval of shareholders of the Company in the general meeting by passing special resolution as required under SBEB Regulations.

RESOLVED FURTHER THAT approval of the members, be and is hereby accorded to authorise the, Board and/or the Compensation Committee to devise, formulate, modify, amend, suspend or terminate ESOP SCHEME 2026, including framing, notifying and approving grant documents, vesting schedules, exercise procedures, ancillary policies and other matters relating to ESOP SCHEME 2026, within the parameters of the Scheme and Applicable Laws, and to make procedural and administrative changes from time to time.

RESOLVED FURTHER THAT approval of the members, be and is hereby accorded to authorise the, Board and/or the Compensation Committee to make fair and reasonable adjustments to the number of Options, exercise price and/or number of Equity Shares arising upon exercise of Options in the event of any corporate action including but not limited to rights issue, bonus issue, stock split, consolidation, merger, demerger, reorganisation or such other similar events, in accordance with the provisions of ESOP SCHEME 2026 and the SBEB Regulations.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees, if any, under the Scheme, shall be automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation, without affecting any rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of provisions of the SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with holding and dealing in the Shares of the Company including but not limited to accounting policies, maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the transfer of Equity Shares to non-resident Employees, if any, shall be subject to compliance with applicable foreign exchange law and receipt of such approvals as may be required from the Reserve Bank of India or other competent authorities.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT the Company shall comply with the applicable accounting policies prescribed from time to time and disclosure requirements under Applicable Laws to the extent relevant and applicable to ESOP SCHEME 2026.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with applicable laws and regulations and further subject to consent of shareholders by way of special resolution to the extent required under SBEB Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof for the ESOP SCHEME 2026 within the parameters approved by the Members and contained in the ESOP SCHEME 2026 and in conformity with provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT:
(a) any change necessitated to meet regulatory requirements or as specified by any statutory authority may be made without further approval from the Members, in accordance with Regulation 7(2) of the SBEB Regulations;

(b) in accordance with Regulation 7 of the SBEB Regulations, any material variation shall be placed before the Members for approval by special resolution and no change shall be prejudicial to the interests of employees;

(c) any authority delegated to the Committee under this resolution shall be exercised for procedural or administrative changes only; and

(d) no re-pricing of options shall be undertaken without prior approval of the Members by special resolution, in accordance with Regulation 7(5) of the SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under - ESOP SCHEME 2026 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SEBI Regulations and other applicable laws;

RESOLVED FURTHER THAT the Board of Directors, Company Secretary, Chief Financial Officer of the Company, be and is hereby jointly or severally, authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Compensation Committee, any Director of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient for obtaining stock exchange approvals, in-principle approvals and other regulatory approvals as may be required in connection with ESOP SCHEME 2026, including delegation of any of the aforesaid powers, and generally to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution and to do all such other things incidental to and ancillary thereof."

4. **TO APPROVE "AGASTYA ENERGY AND INFRASTRUCTURE LIMITED – EMPLOYEE STOCK OPTION SCHEME 2026" THROUGH TRUST ROUTE INCLUDING FRESH ISSUANCE AND/OR SECONDARY ACQUISITION OF SHARES BY THE TRUST**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of

India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions, sanctions and such other regulatory and statutory approvals as may be required, consent of the members of the Company be and is hereby accorded to the implementation of the 'Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026' ("**ESOP SCHEME 2026" or "Scheme**") through an irrevocable employee welfare trust of the Company namely "**AEIL ESOP Trust**" ("**Trust**"), to be established in accordance with the provisions of the SBEB Regulations and other applicable laws, and for the Trust to acquire and/or subscribe to such number of equity shares of the Company, not exceeding the aggregate number of equity shares approved under ESOP SCHEME 2026, in one or more tranches, by way of fresh issuance of equity shares by the Company to the Trust and/or secondary acquisition of equity shares by the Trust, for the purpose of implementation of ESOP SCHEME 2026 in accordance with the provisions of the Scheme and applicable laws.

RESOLVED FURTHER THAT the total number of equity shares under secondary acquisition to be acquired by the Trust for the eligible employees of the Company, its Subsidiary Company(ies) and/or Associate Company(ies), shall not exceed, at any time 5% of the paid-up equity capital of the Company.

RESOLVED FURTHER THAT the number of equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the paid-up equity capital of the Company as at the end of the previous financial year.

RESOLVED FURTHER THAT in case of any corporate action including rights issue, bonus issue, stock split, consolidation, merger, demerger, reorganisation or any other similar event, the aforesaid ceiling in terms of the number of equity shares proposed to be acquired and/or subscribed by the Trust shall stand adjusted in accordance with the provisions of ESOP SCHEME 2026, the SBEB Regulations and applicable laws and such adjusted number shall be deemed to be the ceiling approved by the Board and the members of the Company.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only such transactions as may be permitted under the SBEB Regulations and applicable laws for the purposes of implementation of ESOP SCHEME 2026.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance with the provisions of the SBEB Regulations, the Companies Act, 2013 and all other applicable laws at all times in connection with the acquisition, subscription, holding, transfer and dealing in the equity shares of the Company and shall maintain proper books of account, records and documents as may be prescribed.

RESOLVED FURTHER THAT the Trustees of the Trust shall not exercise voting rights in respect of the equity shares held by the Trust.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage.

RESOLVED FURTHER THAT the Compensation Committee, any Director of the Company, CFO and/or the Company Secretary of the Company be and are hereby severally authorised to finalise the trust structure and trust documentation, appoint trustees, take all necessary actions for establishment and operationalisation of the Trust, obtain in-principle approvals from stock exchanges and such other regulatory approvals as may be required, and do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution and implementation of ESOP SCHEME 2026."

5. **TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) AND/OR ASSOCIATE COMPANY(IES) OF THE COMPANY UNDER "AGASTYA ENERGY AND INFRASTRUCTURE LIMITED – EMPLOYEE STOCK OPTION SCHEME 2026"**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and such other regulatory/statutory approvals as may be required, consent of the members of the Company be and is hereby accorded to extend the benefits of the 'Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026' **("ESOP SCHEME 2026" or "Scheme**") to such employees of the existing and future subsidiary and/or associate company(ies) of the Company, whether in India or overseas, working in India or outside India, as may be determined by the Compensation Committee from time to time, in accordance with the provisions of ESOP SCHEME 2026 and applicable laws.

RESOLVED FURTHER THAT the employee stock options granted to the eligible employees of the subsidiary and/or associate company(ies) of the Company under ESOP SCHEME 2026 shall form part of the overall ceiling of employee stock options and underlying equity shares approved under ESOP SCHEME 2026 and shall not be in addition thereto.

RESOLVED FURTHER THAT the equity shares allotted and/or transferred upon exercise of options granted under ESOP SCHEME 2026 shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) including rights issue, bonus issue, stock split, consolidation, merger, demerger, reorganisation or any other similar event, appropriate adjustments shall be made to the options granted under ESOP SCHEME 2026 in accordance with the provisions of the Scheme and applicable laws.

RESOLVED FURTHER THAT the Compensation Committee, any Director of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or required to give effect to this resolution, and to delegate all or any of the powers herein vested with the Board, as per the applicable laws, as may be required to give effect to this resolution, be and is hereby approved and ratified."

6. **TO APPROVE PROVISION OF MONEY, LOAN AND/OR FINANCIAL ASSISTANCE BY THE COMPANY TO AEIL ESOP TRUST FOR THE IMPLEMENTATION OF "AGASTYA ENERGY AND INFRASTRUCTURE LIMITED – EMPLOYEE STOCK OPTION SCHEME 2026"**

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

"RESOLVED THAT pursuant to the provisions of Section 67(3) and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable laws, and based on the recommendation of the Nomination and Remuneration Committee of the Company and subject to such other regulatory/statutory approvals as may be required, consent of the members of the Company be and is hereby accorded to provide money by way of loan, financial assistance, guarantee and/or security, from time to time, in one or more tranches, to the **AEIL ESOP Trust ("Trust")** established by the Company, by such amount not exceeding the limits prescribed under the Act and applicable laws (i.e. 5% (Five Percent) of the aggregate of the paid up capital and free reserves of the Company), with a view to enable the Trust to subscribe to and/or acquire such number of equity shares of the Company not exceeding the aggregate number of equity shares approved under the 'Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026' **("ESOP SCHEME 2026" or "Scheme"),** by way of fresh issuance of equity shares by the Company to the Trust and/or acquisition of equity shares through secondary acquisition, for implementation of ESOP SCHEME 2026.

RESOLVED FURTHER THAT the Trust shall utilise the money, loan, financial assistance, guarantee and/or security received from the Company solely for the purpose of implementation of ESOP SCHEME 2026, including subscription to equity shares pursuant to fresh issuance by the Company and/or acquisition of equity shares through secondary acquisition, in accordance with ESOP SCHEME 2026 and applicable laws.

RESOLVED FURTHER THAT the loan and/or financial assistance provided by the Company to the Trust may be repaid from exercise proceeds received by the Trust, income earned by the Trust and such other permissible sources in accordance with ESOP SCHEME 2026 and applicable laws.

RESOLVED FURTHER THAT the Compensation Committee, any Director of the Company, CFO and/or the Company Secretary of the Company be and are hereby severally authorised to finalise the terms and conditions of such money, loan, financial assistance, guarantee and/or security, execute all documents, deeds, undertakings and agreements, obtain any such other approval as may be required, and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors
for AGASTYA ENERGY AND INFRASTRUCTURE LIMITED
(Formerly Known as Sanginita Chemicals Limited)

Sd/-
GAURAV KUMAR TRIPATHI
Whole Time Director
(Din: 06372272)

Date: 9th September 2026
Place: Noida

Regd. Office: 301, 3RD Floor, Shalin Complex,
Sector 11 Gandhinagar, Gujarat- 382011 India
Telephone No.: 91-8796102401
Website: www.sanginitachemicals.co.in
E-mail: sanginitachemicals@yahoo.com

NOTES AND INSTRUCTIONS:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 3/2025 dated 22nd September, 2025 read with General Circular No. 9/2024 dated 19th September, 2024, General Circular No. 9/2023 dated 25th September, 2023, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 2/2022 dated 5th May, 2022, General Circular No. 2/2021 dated 13th January 2021, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 14/2020 dated 8th April, 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Extra-Ordinary General Meeting ('EGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue.

   Accordingly, in compliance with the applicable regulatory provisions, the EGM of the Company is being held through VC/ OAVM. The deemed venue of the EGM shall be the Registered Office of the Company.

2. A Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings, issued by The Institute of Company Secretaries of India ('SS-2'), setting-out the material facts in respect of special business as set-out above, to be transacted at the EGM, is annexed hereto and forms part of this Notice.

3. Generally, a member entitled to attend/ participate and vote at the EGM 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. As this EGM is being held through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

4. As the EGM will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed to this Notice.

5. Purva Sharegistry India Pvt. Ltd. ("Purva or RTA") having its office at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Shastri Nagar, Adarsh Nagar, Worli, Mumbai, Maharashtra 400011, is the Registrar to an Issue and Share Transfer Agent of the Company. The contact details of RTA are: +91 22 4134 3255, support@purvashare.com, https://www.purvashare.com

Contact Person: Mr. Deepak. Purva is also the depository interface of the Company with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL').

6. Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-Resident Indians and others) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc. authorizing their representatives to attend/ participate in the EGM through VC/ OAVM on their behalf and to vote through remote e-voting or e-voting during the EGM. The said Board resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s) by an e-mail through their registered e-mail ID at pcsarpit17@gmail.com with a copy marked to sanginitachemicals@yahoo.com.

7. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record, which will help the Company and RTA to provide efficient and better services. As per Circulars issued by the SEBI from time to time, it is mandatory for the shareholders holding equity shares in physical mode to furnish their PAN, Contact details (Postal address with PIN and Mobile number), Bank account details and Specimen signature before getting any investor service request processed.

8. Members holding equity shares in physical mode, in identical order of names, in more than one folio are requested to send to the Company or RTA i.e Purva Sharegistry (India) India Pvt. Ltd. Unit No. 9, Shiv Shakti Inds. Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011, the details of such folios together with the share certificates and requisite KYC documents for consolidating their holdings in one folio. Request for consolidation of holdings shall be processed in dematerialised form only.

9. 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 through remote e-voting/ e-voting during the EGM.

10. In accordance with the provisions of Section 72 of the Act and SEBI Circulars, the facility for nomination is available for the members of the Company in respect of the equity shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. ISR-3 or Form No. SH-14,

as applicable. Members are requested to submit the said details to their respective DPs, in case the equity shares are held by them in dematerialised form.

11. Members may note that this EGM Notice and Explanatory Statement shall be made available on the website of the Company viz. www.sanginitachemicals.co.in and on the website of CDSL at www.evotingindia.com and shall also be available on website of the NSE at www.nseindia.com. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice, up to the date of EGM. These documents will be available at the Registered office of the Company during the business hours i.e. between 11 A.M (IST) to 5 P.M. (IST) on all working day (except Saturday, Sunday and public holidays) upto the date of EGM. Members seeking inspection of such documents can send an e-mail to sanginitachemicals@yahoo.com.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be made available electronically for inspection by the persons attending the EGM.

13. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding equity shares in physical mode are requested to contact the RTA and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective DPs. Members may please note that the notice of EGM will be available on the Company's website at www.sanginitachemicals.co.in.

14. In terms of the SEBI Listing Regulations, transfer of securities would be carried out only in dematerialised form. Accordingly, the Company and the RTA have not been accepting any request for transfer of equity shares in physical mode. Further, the members may also refer the SEBI Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated 6th February, 2026 regarding operational guidelines for processing requests for (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal/ Exchange of securities certificate; (iv) Endorsement; (v) Sub-division/ Splitting of securities certificate; (vi) Consolidation of securities certificates/ folios of securities; (vii) Transmission; and (viii) Transposition and such requests, would be carried out in dematerialised form only. Accordingly, requests for effecting the above-mentioned dealings in respect of physical securities will be carried out in accordance with the afore-stated SEBI Master Circular.

15. In compliance with the MCA Circular dated 22th September, 2025 and the SEBI Listing Regulations, Notice of the EGM is being sent only through electronic mode to those members/ beneficial owners whose name are appearing in the Register of Members/ list of beneficiaries received from the depositories as on Friday, 11th September 2026 and whose e-mail ID is registered with the Company/ Depositories.

16. Members participating in the EGM through VC/ OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. SEBI vide its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31th July, 2023 (updated as on 28th December, 2023) had issued guidelines for members to resolve their grievances by way of Online Dispute Resolution (ODR) through a common ODR Portal which can be accessed at https://smartodr.in/login. Pursuant to this Master Circular, post exhausting options to resolve grievances with the RTA/ Company directly or through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

18. Voting through electronic means

I. In compliance with the provisions of Section 108 and other applicable provisions, if any of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations and in terms of Section VI-C of SEBI Master Circular dated 11th July, 2023 (updated as on 30th January, 2026) in relation to e-voting facility provided by listed entities, the Company is pleased to provide members with the facility to exercise their right to vote during the EGM by electronic means. The members may cast their vote using an electronic system (remote e-voting).

II. The Company has engaged the services of CDSL as the authorised agency to provide the aforesaid remote e-voting/ e-voting facility.

III. The facility of voting through electronic voting system shall also be made available on the date of EGM and the members participating in the EGM who have not cast their vote by remote e-voting shall be able to exercise their vote during the EGM.

IV. The remote e-voting period will commence from Sunday 04th October, 2026 at 9.00 A.M. (IST) and end on 06th October, 2026 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

V. The Company has appointed Mr. Arpit Kumar Goyal (M No: A40233 CP No. 26730), Proprietor of M/s Goyal Arpit & Company, Company Secretary in practice, as Scrutinizers to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.

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

VII. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, 30th September, 2026**. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

VIII. A person, whose name is recorded in the Register of Members of the Company or in the list of beneficial owners, maintained by the Depositories as on the cut-off date i.e. Wednesday, 30th September 2026, shall only be entitled to avail the facility of remote e-voting/ e-voting during the EGM. Any person, who acquires equity shares of the Company and becomes a member of the Company after the Company e-mailed the notice of the EGM and holds equity shares as on the cut-off date i.e. Wednesday, 30th September 2026, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com mentioning his/ her Folio No. or DP ID - Client ID. However, if the shareholder is already registered with CDSL for remote e-voting, then he/ she can use his/ her existing User ID and Password for casting the vote. If a member forgets the password, it can be reset by using 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on www.evotingindia.com.

19. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

a. The procedure for e-voting on the day of the EGM is the same, as mentioned in the instructions as given below for remote e-voting.

b. Only those shareholders/ members, who will be participating in the EGM through VC/ OAVM facility and have not cast their vote on the resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
c. The members who have voted through remote e-voting will be eligible to attend the EGM but would not be eligible to cast their vote again during the EGM.
d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM shall be the same person mentioned for remote e-voting.
e. Members who would like to speak or ask questions during the EGM with regard to the matter as mentioned in this Notice, need to register themselves as a speaker by sending request from their registered e-mail ID, mentioning their Name, DP ID - Client ID/ Folio number, PAN, telephone/ mobile number to reach the Company's e-mail ID at sanginitachemicals@yahoo.com in by Thursday, 01st October, 2026 up to 5:00 P.M. (IST). Only those members who will register themselves as a speaker, will be allowed to speak/ ask questions during the EGM. The Company reserves the right to restrict the number of questions and/or number of speakers, depending upon availability of time, for smooth conduct of the EGM.

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

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 11/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023, No. 9/2024 dated 19th September, 2024 and No. 3/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA') the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding),

Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Sunday, 04th October 2026 at 9:00 AM (IST) and end on Tuesday, 06th October 2026 at 5:00 PM(IST). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.2020, 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.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding	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

securities in demat mode) login through their Depository Participants (DP)	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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) 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.
2) Click on “Shareholders” module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vi) 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.

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

(viii) Click on the EVSN for the relevant <Sanginita> on which you choose to vote.

(ix) 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.

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

(xi) 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.

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

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

(xiv) 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.

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the

Company at the email address viz; Sanginitachemicals@yahoo.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

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

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

The Statement pursuant to Section 102 of the Companies Act, 2013 and rules thereunder, as amended ("Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulation"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice of the EGM:

Item No. 1:

The Company intends to raise funds to, inter alia, meet the requirements for general corporate purposes and meeting the working capital requirements of the Company and its group companies, and funding its group companies by way of investment in or subscription to securities, including equity shares, preference shares, debentures, bonds or other instruments, whether convertible or non-convertible, and/or by way of advancing loans, providing financial assistance, making capital contributions or making investments or otherwise deploying the proceeds in such other manner as may be permissible under applicable law. Therefore, the Board at its meeting held on 09th September, 2026 has, subject to the approval of the members of the Company ("**Members**") and such other approvals as may be required, has approved the proposed preferential issue to the persons specified below ("**Proposed Allottees**"):

i) Up to 55,06,094 (Fifty-Five Lakh Six Thousand Ninety-Four) fully paid-up Equity Shares having a face value of INR 10 (Ten) each at an issue price of INR 55.03 (Rupees Fifty-Five and Three Paise) per Equity Share, including a premium of INR 45.03 (Rupees Forty-Five and Three Paise) per Equity Share, aggregating to INR 30,30,00,352.82 (Rupees Thirty Crore Thirty Lakh Three Hundred Fifty-Two and Eighty-Two Paise), which is not less than the floor price as determined in accordance with Chapter V of the SEBI ICDR Regulations (the "**Floor Price**"), for cash consideration, to the following persons:

S. No.	Name of Proposed Allottee	Category	Maximum number of Equity Shares to be allotted	Aggregate Amount (in Rs.)
1	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	9,08,596	5,00,00,037.88
2	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	9,08,596	5,00,00,037.88
3	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY	Public (QIB)	4,54,299	2,50,00,073.97

	OPEN-ENDED PROTECTED CELL			
4	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Public (QIB)	6,36,017	3,50,00,015.51
5	BRIDGE INDIA FUND	Public (QIB)	5,45,158	3,00,00,044.74
6	VIKASA INDIA ELF I FUND	Public (QIB)	5,45,158	3,00,00,044.74
7	ELYSIAN WEALTH FUND	Public (QIB)	5,45,158	3,00,00,044.74
8	CITY PULSE MULTIVENTURES LIMITED	Public	9,08,596	5,00,00,037.88
9	AMIT KALRA	Public (KMP*)	36,344	20,00,010.32
10	GAURAV KUMAR TRIPATHI	Public (KMP*)	18,172	10,00,005.16
Total			**55,06,094**	**30,30,00,352.82**

*KMP - (Key Managerial Personnel)

ii) Up to 9,73,65,077 (Nine Crore Seventy-Three Lakh Sixty-Five Thousand Seventy-Seven) warrants (“Warrants”) for cash at an issue price of INR 55.03 (Rupees Fifty-Five and Three Paise) per Warrant (“Warrant Issue Price”), each Warrant convertible into 1 (one) fully paid-up Equity Share of the Company having a face value of INR 10 (Rupees Ten) at a premium of INR 45.03 (Rupees Forty-Five and Three Paise), aggregating to INR 5,35,80,00,187.31 (Rupees Five Hundred Thirty-Five Crore Eighty Lakh One Hundred Eighty-Seven and Thirty-One Paise), which is not less than the Floor Price determined in accordance with Chapter V of the SEBI ICDR Regulations, for cash consideration, to the following persons:

S. No.	Name of Proposed Allottee	Category	Maximum number of Warrants to be allotted	Aggregate Amount (in Rs.)
1	BNG INVESTMENT LLC	Promoter	66,32,746	36,50,00,012.38

2	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
3	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
4	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY OPEN-ENDED PROTECTED CELL	Public (QIB)	98,12,830	54,00,00,034.90
5	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Public (QIB)	90,85,953	49,99,99,993.59
6	BRIDGE INDIA FUND	Public (QIB)	72,68,762	39,99,99,972.86
7	VIKASA INDIA ELF I FUND	Public (QIB)	87,22,515	48,00,00,000.45
8	ELYSIAN WEALTH FUND	Public (QIB)	87,22,515	48,00,00,000.45
9	DILIP SITARAM GAIKWAD (ON BEHALF OF SAI AGRO INDUSTRIES, PARTNERSHIP FIRM	Public	32,70,944	18,00,00,048.32
10	AMIT KALRA	Public (KMP*)	1,09,032	60,00,030.96
11	GAURAV KUMAR TRIPATHI	Public (KMP*)	1,27,204	70,00,036.12
Total			**9,73,65,077**	**5,35,80,00,187.31**

*KMP - (Key Managerial Personnel)

In accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required, for a preferential issue of securities on a private placement basis. Accordingly, in terms of the Companies Act, 2013 and the SEBI ICDR Regulations, consent of the Members is being sought by way of a Special Resolution for the Preferential Issue.

The Members should also note that the Company and the Proposed Allottee shall execute a separate share subscription agreement and/ or warrant subscription agreement with each Proposed Allottee, for recording the terms and conditions of the proposed subscription of the Equity Shares and/ or Warrant on preferential basis.

The Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, as amended, and is subject to receipt of necessary approvals from the stock exchange(s) and any other regulatory authorities, as may be applicable.

1. **Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price**

   The Board of Directors at its meeting held on 09th September 2026, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

   i) Up to 55,06,094 (Fifty-Five Lakh Six Thousand Ninety-Four) fully paid-up Equity Shares having a face value of INR 10 (Ten) each at an issue price of INR 55.03 (Rupees Fifty-Five and Three Paise) per Equity Share, including a premium of INR 45.03 (Rupees Forty-Five and Three Paise) per Equity Share, aggregating to INR 30,30,00,352.82 (Rupees Thirty Crore Thirty Lakh Three Hundred Fifty-Two and Eighty-Two Paise), which is not less than the floor price as determined in accordance with Chapter V of the SEBI ICDR Regulations (the "**Floor Price**"), for cash consideration, to the following persons:

S. No.	Name of Proposed Allottee	Category	Maximum number of Equity Shares to be allotted	Aggregate Amount (in Rs.)
1	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	9,08,596	5,00,00,037.88
2	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	9,08,596	5,00,00,037.88
3	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY OPEN-ENDED PROTECTED CELL	Public (QIB)	4,54,299	2,50,00,073.97
4	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE	Public (QIB)	6,36,017	3,50,00,015.51

	INCORPORATED VCC SUB-FUND			
5	BRIDGE INDIA FUND	Public (QIB)	5,45,158	3,00,00,044.74
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9	AMIT KALRA	Public (KMP*)	36,344	20,00,010.32
10	GAURAV KUMAR TRIPATHI	Public (KMP*)	18,172	10,00,005.16
Total			**55,06,094**	**30,30,00,352.82**

*KMP - (Key Managerial Personnel)

ii) Up to 9,73,65,077 (Nine Crore Seventy-Three Lakh Sixty-Five Thousand Seventy-Seven) warrants ("**Warrants**") for cash at an issue price of INR 55.03 (Rupees Fifty-Five and Three Paise) per Warrant ("**Warrant Issue Price**"), each Warrant convertible into 1 (one) fully paid-up Equity Share of the Company having a face value of INR 10 (Rupees Ten) at a premium of INR 45.03 (Rupees Forty-Five and Three Paise), aggregating to INR 5,35,80,00,187.31 (Rupees Five Hundred Thirty-Five Crore Eighty Lakh One Hundred Eighty-Seven and Thirty-One Paise), which is not less than the Floor Price determined in accordance with Chapter V of the SEBI ICDR Regulations, for cash consideration, to the following persons:

S. No.	Name of Proposed Allottee	Category	Maximum number of Warrants to be allotted	Aggregate Amount (in Rs.)
1	B N G INVESTMENT LLC	Promoter	66,32,746	36,50,00,012.38
2	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
3	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
4	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY	Public (QIB)	98,12,830	54,00,00,034.90

	OPEN-ENDED PROTECTED CELL			
5	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Public (QIB)	90,85,953	49,99,99,993.59
6	BRIDGE INDIA FUND	Public (QIB)	72,68,762	39,99,99,972.86
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8	ELYSIAN WEALTH FUND	Public (QIB)	87,22,515	48,00,00,000.45
9	DILIP SITARAM GAIKWAD (ON BEHALF OF SAI AGRO INDUSTRIES, PARTNERSHIP FIRM)	Public	32,70,944	18,00,00,048.32
10	AMIT KALRA	Public (KMP*)	1,09,032	60,00,030.96
11	GAURAV KUMAR TRIPATHI	Public (KMP*)	1,27,204	70,00,036.12
Total			**9,73,65,077**	**5,35,80,00,187.31**

*KMP - (Key Managerial Personnel)

(i) **Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("**NSE**") and are frequently traded in accordance with the SEBI ICDR Regulations.

For the purpose of determining the floor price, National Stock Exchange of India Limited (NSE) being the only stock exchange which has the trading volume in respect of the Equity Shares of the Company, during the preceding 90 trading days prior to the Relevant Date has been considered. In terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. INR 50.15 per Equity Share;

b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. INR 55.03 per Equity Share.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares and warrants may be issued computes to INR 55.03/- per Equity Share or Warrant.

Further, as per Regulation 164(4) of SEBI ICDR Regulations, preferential issue of Equity Shares and Warrants to Qualified Institutional Buyers ("QIB") shall be made at a price not less than the 10 trading days' volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. INR 55.03/- per Equity Share.

It is to be noted that the Articles of Association of the Company does not provide for any method of determination of floor price for equity shares/warrants to be allotted pursuant to the Preferential Issue.

Also, it is pertinent to note that as per the Regulation 166A of the SEBI ICDR Regulations, any preferential issue that may result in a change in control or involves an allotment of more than 5 (five) per cent of the post-issue fully diluted share capital of the issuer, to a single allottee or to allottees acting in concert, mandates the requirement of a valuation report from an independent registered valuer, and such valuation is to be considered for determining the issue price.

As the proposed allotment exceeds 5% of the post-issue fully diluted share capital of the Company, Regulation 166A of the SEBI ICDR Regulations is applicable to the Preferential Issue. Accordingly, the Company has obtained a valuation report dated 9th September, 2026 (including addendum thereto dated 9th September 2026) from Finvox Analytics, an independent registered valuer bearing Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase-1, Gurugram Haryana-122016. Based on the valuation report, the value of each Equity Share has been determined at INR 55.03.

The issue price of INR 55.03 per Equity Share/Warrant is not lower than the price determined under Regulation 164(1), Regulation 164(4) or the price determined under Regulation 166A of the SEBI ICDR Regulations, whichever is higher.

In view of the above, the Board decided to issue the Equity Shares and Warrants to be allotted on preferential basis to the Proposed Allottees at INR 55.03 per Equity Share/warrants including a premium of INR 45.03 per Equity Share/ Warrants being not less than the Floor Price computed in accordance with Chapter V of the SEBI ICDR Regulations.

(ii) **Amount which the Company intends to raise by way of such securities / size of the preferential issue:**

The Company intends to raise an aggregate amount of up to INR 5,66,10,00,540.13 for cash by way of Preferential Issue of up to 55,06,094 Equity Shares and up to 9,73,65,077 Warrants of face Value of INR 10 each.

(iii) **Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the floor price for the proposed Preferential Issue of Equity Shares/Warrants is required to be 30 days prior to the date of the shareholders' meeting at which the preferential issue is proposed to be considered, i.e. date of passing of special resolution by way of EGM, which is scheduled on 7th October, 2026. Accordingly, the 30th day prior to the date of passing of special resolution by way of EGM is on 7th September, 2026, thus taken as the "Relevant Date" for the purpose of computing the floor price.

(iv) **Objects of the Preferential Issue & Utilization of Issue Proceeds:**

S. No.	Objects		Estimated Amount*	Estimated timeline for utilization*
1.	For Capex funding requirements of Company's SPV(s), subsidiaries, associates, joint ventures and other group entities.	Renewable Energy Business including Manufacturing of renewable energy products and renewable Energy Independent Power producers (IPP) Business	INR 5,46,10,00,540.13	Within 18 months of receipt of issue proceeds.
2	For Working Capital requirements of Company's SPV(s), subsidiaries, associates, joint ventures and other group entities.	Renewable Energy Business including Manufacturing of renewable energy products and renewable Energy Independent Power	INR 10,00,00,000	Within 18 months of receipt of issue proceeds.

		producers (IPP) Business		
3.	General Corporate purposes		INR 10,00,00,000	Within 18 months of receipt of issue proceeds.
Total Issue Proceeds			**INR 5,66,10,00,540.13**	Within 18 months of receipt of issue proceeds.

* Assuming *full subscription of Equity Shares and conversion of 100% of the Warrants, proposed to be issued, into an equivalent number of fully paid-up equity shares of Rs. 10/- each (i.e. 10,28,71,171 equity shares).*

Agastya Energy and Infrastructure Limited, together with its subsidiaries, operates in Renewable Energy Business including Manufacturing of renewable energy products and renewable Energy Independent Power producers (IPP) Business.

Reasons for Not Earmarking Fixed Segment-wise Allocations:

- **Tranche-based receipt of funds:** The proceeds from the preferential issue will be received upon allotment of warrants and conversion of warrants over a period of up to 18 months from the date of allotment of warrants. As the funds will be received in multiple tranches rather than as a single lump sum, their deployment will necessarily be in a phased manner.
- **Dynamic capital requirements:** The capital requirements of the Company's business verticals may vary based on market conditions, regulatory developments, project milestones and other growth opportunities available at the relevant point of time.

Given that a part of the Preferential Issue is through fully paid Equity Shares and a part through convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the stipulated timeframe mentioned above.

Accordingly, in order to safeguard investors' and all other stakeholders' interests and to maximise operational efficiency, the actual utilisation of proceeds within the aforesaid broad categories will be determined dynamically. Hence, the Company will allocate the funds based on the specific business opportunities and funding requirements prevailing as and when the issue proceeds are received.

The fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the preferential issue.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13th December, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with the applicable laws pending complete utilization of the Issue Proceeds for the Objects described above. Our Company intends to, inter alia, pending utilisation for the Objects of the Preferential Issue, invest the Issue Proceeds in one or more scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 or to temporarily invest in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the "Government of India" or any other investments as permitted under applicable laws. Company shall not invest in capital eroding and high-risk taking instruments.

(v) **Monitoring of Utilization of Funds:**

Since the proceeds from the Issue will result to an amount more than Rs. 100 Crores (Rupees One Hundred Crore), the Company is required to appoint a SEBI registered external credit rating agency as a Monitoring Agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.

The Board has appointed the Monitoring Agency to monitor the use of the proceeds of this preferential issue. Our Company has appointed Acuite Ratings & Research Limited a SEBI registered credit rating agency as the Monitoring Agency to monitor the use of proceeds of this preferential issue

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the proceeds of the Preferential Issue have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges

(vi) **Name and address of valuer who performed valuation:**

Name: Finvox Analytics
Address: 108, 2nd Floor Udyog Vihar, Phase 1, Gurugram, Haryana - 122016

The valuation report (including addendum thereto) obtained from an independent registered valuer, Finvox Analytics, in terms of Regulation 166A of the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at https://www.sanginitachemicals.co.in.

(vii) **Principal terms of Assets charged as securities:**

Not applicable

(viii) **Material terms of raising such securities:**

The same has been disclosed in the appended resolution hereinabove.

(ix) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable since the allotment of equity shares and warrants under the Preferential Issue is for cash consideration.

(x) **Class or classes of persons to whom the allotment is proposed to be made:**

The Equity Shares/ Warrants shall be issued and allotted to the Proposed Allottees as detailed herein below. The Company has obtained the PAN from the Proposed Allottees, as required.

S. No.	Name of Proposed Allottee	Category	Maximum number of Equity Shares to be allotted	Aggregate Amount (in Rs.)
1	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	9,08,596	5,00,00,037.88
2	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	9,08,596	5,00,00,037.88
3	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY OPEN-ENDED PROTECTED CELL	Public (QIB)	4,54,299	2,50,00,073.97
4	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Public (QIB)	6,36,017	3,50,00,015.51
5	BRIDGE INDIA FUND	Public (QIB)	5,45,158	3,00,00,044.74
6	VIKASA INDIA ELF I FUND	Public (QIB)	5,45,158	3,00,00,044.74
7	ELYSIAN WEALTH FUND	Public (QIB)	5,45,158	3,00,00,044.74
8	CITY PULSE MULTIVENTURES LIMITED	Public	9,08,596	5,00,00,037.88
9	AMIT KALRA	Public (KMP)	36,344	20,00,010.32
10	GAURAV KUMAR TRIPATHI	Public (KMP)	18,172	10,00,005.16
Total			**55,06,094**	**30,30,00,352.82**

S. No.	Name of Proposed Allottee	Category	Maximum number of Warrants to be allotted	Aggregate Amount (in Rs.)
1	B N G INVESTMENT LLC	Promoter	66,32,746	36,50,00,012.38
2	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64

3	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
4	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY OPEN-ENDED PROTECTED CELL	Public (QIB)	98,12,830	54,00,00,034.90
5	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Public (QIB)	90,85,953	49,99,99,993.59
6	BRIDGE INDIA FUND	Public (QIB)	72,68,762	39,99,99,972.86
7	VIKASA INDIA ELF I FUND	Public (QIB)	87,22,515	48,00,00,000.45
8	ELYSIAN WEALTH FUND	Public (QIB)	87,22,515	48,00,00,000.45
9	DILIP SITARAM GAIKWAD (ON BEHALF OF SAI AGRO INDUSTRIES, PARTNERSHIP FIRM)	Public	32,70,944	18,00,00,048.32
10	AMIT KALRA	Public (KMP)	1,09,032	60,00,030.96
11	GAURAV KUMAR TRIPATHI	Public (KMP)	1,27,204	70,00,036.12
Total			**9,73,65,077**	**5,35,80,00,187.31**

(xi) **Intent of the Promoters, Directors or Key Management Personnels (KMPs) or Senior Management Personnels (SMPs) of the issuer to subscribe to the offer:**

S. No.	Name of Proposed Allottees	Category	Maximum number of Equity Shares to be allotted	Aggregate Amount (in Rs.)
1	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	9,08,596	5,00,00,037.88
2	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	9,08,596	5,00,00,037.88
3	AMIT KALRA	Public (KMP)	36,344	20,00,010.32
4	GAURAV KUMAR TRIPATHI	Public (KMP)	18,172	10,00,005.16
	Total		**18,71,708**	**10,30,00,091.24**

S. No.	Name of Proposed Allottees	Category	Maximum number of Warrant Shares to be allotted	Aggregate Amount (in Rs.)
1	B N G INVESTMENT LLC	Promoter	66,32,746	36,50,00,012.38
2	BN TECHNOLOGIES INDIA LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
3	BN INDUSTRIAL INVESTMENT LIMITED	Promoter Group	2,18,06,288	1,20,00,00,028.64
4	AMIT KALRA	Public (KMP)	1,09,032	60,00,030.96
5	GAURAV KUMAR TRIPATHI	Public (KMP)	1,27,204	70,00,036.12
	Total		**5,04,81,558**	**2,77,80,00,136.74**

(xii) **Shareholding Pattern of the Company before and after the Preferential Issue:**

Particulars	**Current Shareholding**		**Increase on Equity & Warrant Conversion (1:1)**	**Post Conversion Shareholding***	
	No. of Shares	**%**	**No. of Shares**	**No. of Shares**	**%**
(A) Promoter & Promoter Group	-	-	-	-	-
A1) Indian	-	-	-	-	-
(a) Individuals	-	-	-	-	-
(b) Bodies Corporate –					
B.N Technologies India Limited	-	-	2,27,14,884	2,27,14,884	13.92%
B.N Industrial Investment Limited	-	-	2,27,14,884	2,27,14,884	13.92%
A2) Foreign	-	-	-	-	-
(a) BNG Investment LLC	3,90,20,247	64.66%	66,32,746	4,56,52,993	27.97%
(b) Anubhav Agarwal	20,12,187	3.33%	-	20,12,187	1.23%
Total shareholding of Promoter & Promoter Group (A) = A1 + A2	**4,10,32,434**	**67.99%**	**5,20,62,514**	**9,30,94,948**	**57.04%**
(B) Public					
B1) Institutions (Foreign)	-	-	-	-	-

(a) Foreign Direct Investment	-	-	-	-	-
(b) Foreign Venture Capital Investors	-	-	-	-	-
(c) Foreign Sovereign Wealth Funds	-	-	-	-	-
(d) Foreign Portfolio Investors Category I	-	-	4,63,38,365	4,63,38,365	28.39%
(e) Foreign Portfolio Investors Category II	-	-	-	-	-
(f) Overseas Depositories (Holding Drs) (Balancing Figure)	-	-	-	-	-
(g) Any Other (specify)	-	-	-	-	-
B2) Central / State Government / President of India	-	-	-	-	-
B3) Non-Institutions	-	-	-	-	-
Individual (Indian)	1,64,23,884	27.22%	2,90,752	1,67,14,636	10.24%
Body Corporate	12,72,785	2.11%	41,79,540	54,52,325	3.34%
FPI	-	-	-	-	-
QIBs	-	-	-	-	-
Clearing Members	1,95,578	0.32%	-	1,95,578	0.12%
HUF	6,28,753	1.04%	-	6,28,753	0.39%
NRI	6,62,105	1.10%	-	6,62,105	0.41%
Any Other (Including LLP)	1,30,447	0.22%	-	1,30,447	0.08%
Total Public Shareholding (B=B1+B2+B3)	**1,93,13,552**	**32.01%**	**5,08,08,657**	**7,01,22,209**	**42.96%**
(C) Non Promoter – Non Public	**-**	**-**	**-**	**-**	**-**
Total (A+B+C)	**6,03,45,986**	**100%**	**10,28,71,171**	**16,32,17,157**	**100%**

*The post issue shareholding pattern in the above table has been prepared with pre preferential shareholding as on the 4th September 2026 (latest available benpos), on the basis that the Proposed Allottees to whom Warrants are being issued would have subscribed to all the Warrants and been allotted all the Equity Shares of INR 10 each upon conversion of Warrants. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

(xiii) **Proposed time limit within which the allotment shall be completed:**

In terms of the provisions of SEBI ICDR Regulations, the preferential allotment of Equity Shares /convertible Warrants will be completed before expiry of 15 (fifteen) days from the date of passing of Special Resolution in EGM, which is 07th October, 2026.

It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares and/ or Warrants to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

(xiv) **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

S.No.	Particulars	Category	No. of Securities (Equity shares)	Price
1	B N G Investment LLC	Promoter	3,44,44,436	INR 13.05/- per share

(xv) **Lock-in Period:**

i) The proposed allotment of Equity Shares and Warrants shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

ii) The entire pre-preferential allotment shareholding, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

(xvi) **Undertakings**

i) All the Equity Shares held by the Proposed Allottees in the Company are held in dematerialized form only.

ii) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days (viz from 29th April 2026 to 4th September 2026) preceding the Relevant Date.

iii) Neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.

iv) The Company is not required to re-compute the price of the of Equity Shares in terms of the provisions of SEBI ICDR Regulations*

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the Proposed Allottees within the time stipulated in the

SEBI ICDR Regulations, the Equity Shares/Warrants proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the Proposed Allottees.

*Since the Equity Shares are listed on recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

v) The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s), where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended or any circular or notification as may be issued by SEBI, from time to time.

vi) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.

vii) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date for a period of 90 trading days from the date of trading approval, in accordance with the SEBI (ICDR) Regulations.

viii) The Equity Shares to be allotted by way of this Preferential Issue will be fully paid up at the time of the allotment.

ix) The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottees.

x) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

xi) None of the Proposed Allottees is a national of a country which shares a land border with India.

xii) It is hereby confirmed that none of the Proposed Allottees have pre-preferential shareholding if any in the Company pledge with the banks/ financial institutions, and hence, the undertaking from the Company and allottee(s) as per format in respect of pledge of their pre-preferential holding is not required to be obtained.

xiii) It is hereby confirmed that have none of the Promoter/ Promoter Group have failed to exercise any warrants issued by the Company in the last one year preceding the Relevant Date.

xiv) It is hereby confirmed that none of the Proposed Allottees and the beneficial owners to Proposed Allottees if any have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

(xvii) **Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:**

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

(xviii) **The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:**

The current status of Proposed Allottees as mentioned above will remain unchanged post the Preferential Issue.

(xix) **Practicing Company Secretary's Certificate:**

The certificate from Mr. Puneet Company Secretary (Membership No.: FCS10978 and CP No: 14912) certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. The said certificate shall be made available for inspection by the Shareholders at the Registered Office of the Company between 11:00 A.M. (IST) and 5:00 P.M. (IST) on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 07th October,, 2026. The copy of said certificate may be accessed on the Company's Website at: www.sanginitachemicals.co.in.

(xx) **Change in control, if any, upon preferential issue:**

Upon completion of the Preferential Issue and assuming exercise of all the Warrants, there will be no change in control or management of the Company. The Preferential Issue will not trigger an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(xxi) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Name of the Allottee	Category of the allottee	Ultimate Beneficial Owner	Pre-Preferential Holding		Preferential Issue		Post-Preferential Holding	
				No. of Shares	% of Holding	Equity Shares	Warrants	No. of Shares	% of Holding
1	B N G Investment LLC	Promoter	Anubhav Agarwal	3,90,20,247	64.66	-	66,32,746	4,56,52,993	27.97
2	BN Technologies India Ltd	Promoter Group	Anubhav Agarwal			9,08,596	2,18,06,288	2,27,14,884	13.92
3	BN Industrial Investment Ltd	Promoter Group	Anubhav Agarwal			9,08,596	2,18,06,288	2,27,14,884	13.92
4	GB MU-MR OP FU OP-ED PCC PL-GBC INDIA OPPORTUNITY OPEN-ENDED PROTECTED CELL	Public (QIB)	Amardeep Sharma			4,54,299	98,12,830	1,02,67,129	6.29
5	Northstar Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Public (QIB)	Ali Baqer Issem			6,36,017	90,85,953	97,21,970	5.96
6	Bridge India Fund	Public (QIB)	Karsten Thomas			5,45,158	72,68,762	78,13,920	4.79
7	Vikasa India EIF I Fund	Public (QIB)	Roshen Pujari Dorsey Randall Buttram JR Mark Andrew Rankin			5,45,158	87,22,515	92,67,673	5.68

8	Elysian Wealth Fund	Public (QIB)	Amul Shah (through PROSPERITAS CAPITAL PTE. LTD.) Bharti Amul Shah (through PROSPERITAS CAPITAL PTE. LTD.)			5,45,158	87,22,515	92,67,673	5.68
9	City Pulse Multiventures Ltd	Public	Arpit Rajnikant Mehta			9,08,596	-	9,08,596	0.56
10	Dilip Sitaram Gaikwad (On Behalf Of Sai Agro Industries , Partnership Firm)	Public	Dilip Sitaram Gaikwad				32,70,944	32,70,944	2.00
11	Amit Kalra	Public (KMP**)	NA			36,344	1,09,032	1,45,376	0.09
12	Gaurav Kumar Tripathi	Public (KMP**)	NA			18,172	1,27,204	1,45,376	0.09

*The post preferential issue shareholding pattern in the above table has been prepared with pre-Preferential shareholding as on 04th September, 2026, on the basis that the Proposed Allottees to whom Warrants are being issued would have subscribed to all the Warrants at issue price of INR 55.03/- and been allotted all the Equity Shares of INR 10 (face value) each upon conversion of Warrants.

In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

** KMP – Key Managerial Personnel

(xxii) **Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:**

Mr. Gaurav Kumar Tripathi, Whole-Time Director, Mr. Anubhav Agarwal, Director and Mr. Amit Kalra CFO of the Company, who intends to subscribe to the Equity Shares and/ or Warrants under this Preferential Issue is concerned or interested in the resolution as set out at Item No. 1 of the Notice.

Save and except above, none of the directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their relatives are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to the extent to their shareholding in the Company.

The Board accordingly recommends the Special Resolution as set out in Item no. 1 of this Notice for your approval.

Item No. 2:

The Board of Directors of the Company, at its meeting held on 9th September 2026, approved, subject to the approval of the Members, certain amendments to the Articles of Association ("AOA") of the Company.

The existing Article 7(I)(b) of the AOA provides that a rights offer made under Section 62(1)(a) of the Companies Act, 2013 ("Companies Act") shall remain open for acceptance for a period of not less than twenty-one days. Subsequent to the amendment in the Companies (Share Capital and Debentures) Rules, 2014, Rule 12A prescribes that the time period within which such offer shall be made for acceptance shall not be less than seven days from the date of the offer. Accordingly, it is proposed to amend Article 7(I)(b) to align the provisions of the AOA with the prevailing legal framework and provide the Company greater flexibility in undertaking future rights issues in accordance with the provisions of the Act and the rules made thereunder.

The Board has also approved the insertion of a new Article 7A in the AOA to expressly enable the Company to formulate, implement and administer employee benefit schemes, including employee stock option schemes, and to issue, offer, grant and allot equity shares thereunder to eligible employees of the Company and its subsidiary and associate company(ies), whether directly or through an employee welfare trust, in accordance with applicable laws. The proposed amendment is intended to facilitate the implementation and administration of employee benefit schemes by the Company, including the proposed "Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026".

Accordingly, it is proposed to:

(i) substitute the existing Article 7(I)(b) of the Articles of Association with the following:

"(b) The offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed

under the Companies Act and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined."

(ii) insert a new Article 7A immediately after the existing Article 7 as follows:

"7A. Subject to applicable laws, including the Companies Act, 2013 and the rules made thereunder and the regulations prescribed by the Securities and Exchange Board of India, the Directors are hereby authorised to formulate, implement and administer one or more employee benefit scheme(s), including employee stock option scheme(s), and to issue, offer, grant and allot equity shares of the Company to such employees of the Company (directly or indirectly), its subsidiary company(ies) and/or associate company(ies), whether directly or through an employee welfare trust established for such purpose, subject to the requisite approval(s) of the members of the Company and/or any regulatory authority, as may be required under applicable laws. The Directors or a duly constituted committee thereof shall be entitled to determine the terms and conditions of such scheme(s) and undertake all such acts, deeds and things as may be necessary for implementation thereof in accordance with applicable laws."

In terms of Sections 5 and 14 of the Act, alteration of the Articles of Association requires the approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company and/or to the extent they may be eligible to participate in any employee benefit scheme of the Company in accordance with applicable laws.

The Board recommends the Special Resolution set out at Item No. 2 of the notice for approval of the Members.

ITEM NO. 3, 4 & 5:

The Company recognises that its employees are one of its most valuable assets and that continued growth and long-term value creation are substantially driven by the commitment, performance, leadership and entrepreneurial spirit of its employees. The Company believes that ownership-based compensation is an important mechanism to align the interests of employees with those of the Company and its shareholders and to encourage long-term value creation.

Accordingly, the Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee ("Compensation Committee"), at its meeting held on 9th September 2026, approved the introduction of "Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026" ("**ESOP SCHEME 2026" or "Scheme**"), subject to approval of the Members and such other approvals as may be required under applicable laws. The Scheme seeks to attract, motivate, reward and retain employees by enabling them to participate in the future growth and financial success of the Company through ownership of equity shares.

ESOP SCHEME 2026 contemplates grant of employee stock options to eligible employees of the Company and the existing and future subsidiary company(ies) and associate company(ies) of the Company, subject to approval of the Members. The Board believes that by providing an opportunity to participate in the equity ownership of the Company, employees would be further motivated to contribute towards sustainable growth, profitability and enhancement of shareholder value.

The Company proposes to implement ESOP SCHEME 2026 through an irrevocable employee welfare trust, namely **AEIL ESOP Trust ("Trust"**), which will be set-up by the Company, in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"). The Trust shall administer the Scheme and may subscribe to and/or acquire equity shares of the Company through fresh issuance and/or secondary acquisition, as permitted under applicable laws, for the purpose of implementation of ESOP SCHEME 2026.

In order to facilitate implementation of the Scheme through the Trust route, the Company may provide money, loan, financial assistance, guarantee and/or security to the Trust in accordance with Section 67 of the Companies Act, 2013, the SBEB Regulations and other applicable laws (i.e. not exceeding 5% of the aggregate of the paid-up share capital and free reserves of the Company, from time to time, in one or more tranches, to the Trust for acquisition of equity shares of the Company, in accordance with SEBI Regulations, Act and other applicable laws)

In terms of Regulation 6 of the SBEB Regulations, approval of the Members by way of Special Resolution is required for: (i) adoption of ESOP SCHEME 2026; (ii) implementation of the Scheme through the Trust route; (iii) extension of benefits under the Scheme to employees of subsidiary and/or associate company(ies); and (iv) provision of money, loan, financial assistance, guarantee and/or security by the Company to the Trust for implementation of the Scheme.

The salient features of the Agastya Energy and Infrastructure Limited – Employee Stock Option Scheme 2026, and the disclosures as required under Regulation 6(2) of the SBEB Regulations are set out below:

a. **Brief description of the Scheme:**

   ESOP SCHEME 2026 is an employee stock option scheme formulated in accordance with the SBEB Regulations for eligible employees of the Company and its existing and future subsidiary and/or associate company(ies), with the objective of attracting, retaining, motivating and rewarding employees and aligning employee interests with long-term shareholder value creation.

   The Company is proposing to implement ESOP SCHEME 2026 through trust route.

AGASTYA ENERGY AND INFRASTRUCTURE LIMITED
(formerly known as Sanginita Chemicals Limited)
CIN: **L35105GJ2005PLC047292**
Regd. Office -301, 3RD FLOOR, SHALIN COMPLEX, SECTOR 11 GANDHINAGAR, GUJARAT- 382011, Gujarat, India
Email id: sanginitachemicals@yahoo.com
Website: www.sanginitachemicals.co.in
Mobile No.: +91-8796102401

b. **Total number of Options to be granted:**

The total number of Options to be granted under ESOP SCHEME 2026 shall not exceed 50,00,000 (Fifty Lakh) Options, exercisable into not more than 50,00,000 (Fifty Lakh) equity shares of face value of INR 10/- (Rs. Ten only) each.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Compensation Committee shall adjust number and price of the options granted in such a manner that total value of the options granted under the ESOP SCHEME 2026 remain same after any such corporate action. Accordingly, if any additional options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional options granted.

c. **Identification of classes of employees entitled to participate in the Scheme:**

Subject to determination or selection by the Committee, following classes of employees are eligible being:

i) an employee as designated by the Company, who is exclusively working in India or outside India; or

ii) a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group, or

iii) an employee as defined in sub-clauses (a) or (b), of a Subsidiary or Associate Company(ies), in India or outside India;

but does not include

i) an employee who is a Promoter or belongs to the Promoter Group;

ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;

iii) an Independent Director.

The Compensation Committee while granting the options to any eligible employee(s) of the Company or its Subsidiary or Associate Company(ies), in India or outside India, shall at its discretion, consider the factors including but not limited to the band of the employee, criticality of the role, period of service with respective companies, future potential, or any other criteria as Committee may determine in the interest of the Company, or such employee's contribution to the Company.

Except as provided in ESOP SCHEME 2026, options held by a eligible employee are not transferable to any person except the beneficiary or nominee as the case may be in the event of death of the eligible employee. The options cannot be pledged, hypothecated, charged, mortgaged, assigned, alienated, or disposed of in any manner.

d. Requirements of vesting and period of vesting:

The period between Date of Grant and Date of Vesting ("Vesting Period") shall be determined by the Board of Directors, provided that the Vesting Period shall not be less than 1 (One) year.

The vesting of Options shall be contingent upon employee's continued employment with the Company or its Subsidiary/ Associate Company(ies), as applicable. In addition, the Committee, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Committee shall have the authority to determine performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the grant letter given to the Option grantee at the time of grant of Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Compensation Committee in accordance with the company's policies and provisions of the then prevailing applicable laws.

e. Maximum period within which the Options shall be vested:

Any option granted under the ESOP Scheme shall be subject to a maximum vesting period of 5 (Five) years from the date of grant of Options.

f. Exercise price or pricing formula:

The exercise price per option shall be determined by the Compensation Committee at the time of Grant.

The specific exercise price shall be intimated to the Grantee in the grant letter at the time of Grant.

g. Exercise period and process of exercise:

The exercise period for vested Options shall be a maximum of 10 (Ten) years commencing from the date of each vesting or such other shorter period as may be prescribed by the Compensation Committee at the time of grant.

The vested options shall be exercisable by the eligible employees by a written application to the Trust or any other person authorized by the Board and/or the Compensation Committee in this regard expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Compensation Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining eligibility:

The specific employees to whom the options would be granted and their eligibility shall be determined by the Compensation Committee. The broad criteria for appraisal and selection may include factors such as grade, role, responsibility, performance, criticality, potential contribution, leadership capabilities, length of service and such other criteria as may be determined by the Compensation Committee from time to time.

i. Maximum number of Options to be granted per employee and in aggregate:

The maximum number of options granted per employee will be determined by the Compensation Committee on a case to case basis and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed 50,00,000 (Fifty Lakh) Options, subject to adjustment to the above number with regards to various corporate actions which the Company may come out with.

Further, members may note that prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the grant of options to any identified employee, during any one year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

j. Maximum quantum of benefits to be provided per employee:

The maximum quantum of benefits underlying the stock options granted to an employee can be construed to be an amount equal to the appreciation in the value of the Company's shares determined as on the date of exercise of stock options, on the basis of difference between the stock option exercise price and the market price of the shares on the exercise date.

Apart from the grant of options as stated above, no other benefits are contemplated under the ESOP SCHEME 2026.

k. Whether the Scheme will be implemented directly or through a trust:

ESOP SCHEME 2026 is proposed to be implemented through an irrevocable employee welfare trust, namely AEIL ESOP Trust.

l. Whether the Scheme involves new issue of shares or secondary acquisition or both:

The equity shares required for implementation of ESOP SCHEME 2026 may be sourced through:

- fresh issuance of equity shares by the Company to the Trust; and/or
- secondary acquisition of equity shares by the Trust,

in accordance with ESOP SCHEME 2026 and applicable laws.

m. Amount of loan/financial assistance to be provided to the Trust:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with the loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free, with tenure of such loan based on term of the ESOP SCHEME 2026 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the shares to be utilized for the purposes of the ESOP SCHEME 2026.

n. Maximum percentage of secondary acquisition:

The ESOP SCHEME 2026 envisages purchase of equity shares under secondary acquisition by the Trust for the eligible employees of the Company, its Subsidiary Company(ies) and/or Associate Company(ies) which shall not exceed, at any time, 12,95,077 Equity Shares of the Company of Rs. 10/- (Rupees Ten each), being 5% of the paid-up equity capital of the Company as at 31st March, 2026 as prescribed under the SBEB Regulations.

Further, the number of equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the paid-up equity capital of the Company as at the end of the previous financial year as prescribed under the SBEB Regulations.

o. Accounting policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SBEB Regulations.

p. Valuation methodology:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Disclosure regarding intrinsic value method:

As the Company is adopting fair value method, presently there is no requirement for disclosure in Director's Report. However, if in future, in case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r. Lock-in period:

The shares allotted and/or transferred pursuant to exercise of Options shall not be subject to any lock-in, except as may be prescribed under applicable laws and/or determined under ESOP SCHEME 2026.

s. Terms and conditions of buy-back, if any:

The Shares issued/transferred pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the

Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their shareholding, if any, in the Company and/or to the extent they may be eligible to participate in ESOP SCHEME 2026 in accordance with applicable laws.

A copy of ESOP SCHEME 2026 is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

The Board recommends the Special Resolutions set out at Item Nos. 3, 4 & 5 of the Notice for approval by the Members.

Item No. 6:

The Company intends to implement equity compensation scheme namely 'Agastya Energy And Infrastructure Limited – Employee Stock Option Plan 2026' ("**ESOP SCHEME 2026" or "Scheme**") for which approval is sought from the members in separate resolutions at Item Nos. 3, 4 and 5. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely '**AEIL ESOP Trust**" ("**Trust**") to be set up by the Company. The Scheme contemplates acquisition of 50,00,000 equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up ("**Shares**") of the Company from secondary acquisition and/ or primary issuance of Shares (as the case may be), through the Trust.

Further, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan may be disbursed in one or more tranches by the Company and shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of equity shares including realization of exercise price and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for secondary acquisition and/ or subscription of shares to be utilized for the purpose of the Scheme.

The loan provided by the Company shall with such interest or interest free as may be determined from time to time, with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of shares including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

i) **The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:**

Following classes of employees and directors (collectively referred to as "**Employees**") are eligible being:

a) an employee as designated by the Company, who is exclusively working in India or outside India; or

b) a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group, or

c) an employee as defined in sub-clauses (a) or (b), of a Subsidiary or Associate Company(ies), in India or outside India;

but does not include

i. an employee who is a Promoter or belongs to the Promoter Group;

ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;

iii. an Independent Director.

ii) **The particulars of the Trustee or employees in whose favour such Shares are to be registered:**

It is contemplated that designated trustee shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

iii) **The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Trust is in the nature of an irrevocable employee welfare trust with the name '**AEIL ESOP Trust**" ("**Trust**") having its principal office at 7th Floor, Plot No.18, B N Corporate Park, Sector-135, Noida, GautamBuddha Nagar, Uttar Pardesh-201304 India.

Details of the Trustee:

S. No	Name	Address	Occupation	Nationality
1	Mr. Ram Jass Yadav	Village Khijuri, Ta Rewari, Dist Rewari Haryana 123401	Professional	Indian
2	Ms. Yashika Agrawal	102, Tower 19, Nirala Estate, Phase 2, Tech Zone Iv Greater Noida West Uttar Pradesh, Gautam Buddha Nagar, Greater Noida, 201009	Professional	Indian

The Trustee has no relationship with the promoters, directors, or key managerial personnel of the Company.

iv) Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel and directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations.

v) The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of options that may be granted to an eligible employee as specified in the Scheme.

The eligible Employees shall be granted stock options under the Scheme which would vest subject to vesting conditions. After vesting and on exercise of the options, the Trust / Trustees shall transfer corresponding number of Equity Shares to the Employees at the pre-determined exercise price as per the terms of the grant. The Employees would get the benefit on sale of shares depending on sale price of such shares.

Apart from the grant of options as stated above, no other benefits are contemplated under the Scheme.

vi) **The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:**

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per the SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

Consent of the Shareholders is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB Regulations.

In light of above, you are requested to accord your approval to the special resolution as set out at agenda Item No. 6 of the accompanying notice.

By order of the Board
For **Agastya Energy and Infrastructure Limited**
(**Formerly Known as Sanginita Chemicals Limited**)

Sd/-
Gaurav Kumar Tripathi
Whole Time Director
(DIN: 06372272)

Date: 09th September 2026
Place: Noida

Annexure 1

1. Right Issue to shareholders:

For the purposes of making an adjustment following a rights issue of Equity Shares, the conversion ratio applicable to each outstanding Warrant shall, subject to Applicable Law, be adjusted as follows:

Adjusted Warrant Issue Price (NCP) = Existing Warrant Issue Price (OCP) × (N + v) / (N + n)

Adjusted Conversion Ratio = Existing Conversion Ratio × OCP / NCP

Where:

NCP means the Warrant Issue Price immediately after the adjustment;

OCP means the Warrant Issue Price immediately before the adjustment;

N means the number of Equity Shares outstanding at the close of business on the applicable record date or, where the rights issue price is fixed after the record date, on the date on which such price is fixed;

n means the number of Equity Shares initially issued pursuant to the exercise of the rights, including Equity Shares taken up under any underwriting arrangements and shareholder applications, without double counting;

v means the number of Equity Shares that the aggregate consideration receivable by the Company on exercise of the rights would purchase at the applicable current market price per Equity Share; and

Existing Conversion Ratio means the number of Warrant Shares issuable upon exercise of one Warrant immediately before the adjustment.

The aggregate number of Warrant Shares issuable following the adjustment shall equal the number of outstanding Warrants multiplied by the Adjusted Conversion Ratio, subject to applicable rounding provisions and Applicable Law.

2. Other Corporate actions

In the event of a bonus issue, subdivision, stock split or consolidation of Equity Shares, the Warrant Issue Price and the number of Warrant Shares shall be adjusted in inverse proportion so that the aggregate consideration payable upon exercise and the aggregate economic entitlement represented are adjusted proportionately so as to preserve the rights attaching to the Warrants immediately prior to such corporate action, subject to Applicable Law.

Accordingly:

(a) for a bonus issue in the ratio of **B** additional Equity Shares for every **A** existing Equity Shares, **Adjusted Warrant Issue Price = X × A / (A + B)** and **Adjusted Conversion Ratio = Y × (A + B) / A**, where **X** means the Warrant Issue Price applicable immediately before the bonus issue and **Y** means the number of Warrant Shares issuable upon exercise of one Warrant immediately before the bonus issue; and

(b) for a subdivision or consolidation under which each existing Equity Share is converted into **N** Equity Shares, **Adjusted Warrant Issue Price = X / N** and **Adjusted Conversion Ratio = Y × N**, where **X** means the Warrant Issue Price applicable immediately before the subdivision or consolidation, **Y** means the number of Warrant Shares issuable upon exercise of one Warrant immediately before the subdivision or consolidation, and **N** means the number of post-action Equity Shares corresponding to one pre-action Equity Share.