

# **SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED**

**26<sup>TH</sup> ANNUAL REPORT**  
**2014-2015**

## **BOARD OF DIRECTORS**

<b>Chairman</b>	Shri J.K. Jain
<b>Whole Time Director</b>	Shri J.K. Jain
<b>Directors</b>	Gyan Chand Jain Rajesh Kumar Gupta Narendra Singh Bisht Suchi Bahl
<b>Bankers</b>	HDFC Bank
<b>Auditors</b>	M/s Satendra Rawat & Company Chartered Accountants
<b>Registered Office</b>	A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, Uttar Pradesh
<b>Share Transfer Agent</b>	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir, New Delhi-110062

## **ANNUAL REPORT 2014-15**

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## **NOTICE**

**Notice** is hereby given that the Twenty Sixth Annual General Meeting of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Wednesday, December 30, 2015 at 3.00 p.m. at the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 30<sup>th</sup> June, 2015 and the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. J.K. Jain who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

**“RESOLVED THAT** pursuant to the provisions of Section 139(2) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s Tas Associates, Chartered Accountants**, having Firm Registration No. 10520N, be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors.”

### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent and approval of members of the Company be and is hereby accorded to the re-appointment of Shri J.K.Jain as Whole Time Director of the company for a period of two(2) year w.e.f. 27<sup>th</sup> December, 2015 on a total monthly remuneration of Rupees 50250 per month as approved by the remuneration committee as set out in the explanatory statement to this resolution.

**RESOLVED FURTHER THAT** where in any financial year during the currency of tenure of Shri J.K.Jain, the company has no profit or its profit are inadequate, the company may pay Shri J.K.Jain by way of salary, perquisites and other allowances as approved by the board of directors and remuneration committee and to be within limit specified under section II of Part II of Schedule V of Companies Act, 2013.

**RESOLVED FURTHER THAT** no remuneration shall be paid to Shri J.K.Jain till the effective capital of company become positive.

**RESOLVED FURTHER THAT** the board of director of the company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** Ms. Suchi Bahl who was appointed as an Additional Director of the Company with effect from February 13, 2015 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company whose office shall be liable to retire by rotation.”

6. To consider and if though fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** in pursuance to section 2(41) of Companies Act, 2013, the financial year of the company be changed so as to end on 31<sup>st</sup> March every year in place of 30<sup>th</sup> June at present.

**RESOLVED FURTHER THAT** after the change in the financial year of the Company the Accounts for the ensuing financial year be prepared for a period of 9 months from 1<sup>st</sup> July 2015 to 31<sup>st</sup> March 2016.

**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to inform the Stock Exchange and all other Statutory Bodies and Government Departments and to do all acts, deeds and things and to take all steps and give such directions as may be necessary that may arise in such manner as the Board in its absolute discretion may deem fit.”

7. To consider and if though fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 and rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and **Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**, the tenure of Mr. Narendra Singh Bisht, independent director be and is hereby fixed for a term up to 29.12.2019”.

8. To consider and if though fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to Section 149 and all other applicable provisions of the Companies Act and rules made there under and **Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**, the tenure of Mr. Rajesh Kumar Gupta, independent director be and is hereby fixed for a term up to 29.12.2019”.
9. To consider and if though fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to Section 149 and all other applicable provisions of the Companies Act and rules made there under and **Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**, the tenure of Mr. Gyan Chand Jain, independent director be and is hereby fixed for a term up to 29.12.2019”.

**NOTES:**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percentage of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percentage of the total share capital the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- b) Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 26, 2015 to Wednesday, December 30, 2015 (both days inclusive).
- d) Corporate members are requested to send duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
- e) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out is annexed hereto.
- f) All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.

- g) Members desirous of obtaining any information concerning the accounts and operation of the Company requested to send their query to the Company at least 10 days before the date of the Annual General Meeting so that any information required by the members may be made available at the meeting.
- h) Members are requested to notify immediately any change in their address, quoting folio numbers to the Company.
- i) The Company has a dedicated E-mail address [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. The Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com) has a dedicated section on Investors.
- j) As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for general meeting issued by the Institute of Companies Secretaries of India “No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting”.

**Voting Options:**

The business set out in the Notice of the AGM may be transacted through electronic voting system from a place other than the venue of the meeting (remote e-voting) or through Polling Paper at the AGM.. Information relating to e-Voting facility and voting at the AGM is given below:

(1) **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 **Clause 35B of the Listing Agreement (Now Regulation 44 of Listing Regulation, 2015)** with Stock Exchanges, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remotee-Voting") will be provided by CDSL.
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences at 10:00 a.m. on Sunday, December 27, 2015 and ends at 5:00 p.m. on Tuesday, December 29, 2015. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Tuesday, December 22, 2015 ("**Cut off date**"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by CDSL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:

**A. In case of members receiving an e-mail from CDSL**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv. Now enter your User ID;
- a. For CDSL: 16 digits beneficiary Id,
- b. For NSDL: 8 Character DP Id followed by 8 Digits Client Id,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

***For members holding shares in Demat Form and Physical Forms***

<b>PAN*</b>	<b><i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i></b>  <b><i>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</i></b>  <b><i>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</i></b>
<b>DOB#</b>	<b><i>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</i></b>
<b>Dividend Bank Details</b>	<b><i>Enter the Dividend Bank Details as recorded in your demataccountor in the company records for the said demat account or folio.</i></b>  <b><i>- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</i></b>

- Viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However,

members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of Shri Gang Industries and Allied Products Limited which is **151229007**
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for –Non Individual Shareholders and Custodians:
  - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **B. In case of members receiving physical copies of the Notice of the AGM**

- (i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

#### **(2) Voting at AGM**

The members who have not cast their vote by remote e-Voting can exercise their voting rights at the AGM via polling papers. The Company will make arrangements of Polling Papers in this regard at the AGM venue.

#### **(3) Other Instructions**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or call at toll free no.: 1800-200-5533.
- II. If you are already registered with CSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.
- III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
- IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. December 22, 2015.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. December 22, 2015, may obtain the User ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at [evoting@](mailto:evoting@)

cdsl.co.in or RTA at beetalrta@gmail.com

However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using "Forgot User Details/ Password" option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or contact CDSL on toll free no.: 1800-200-5533.

In case of any queries or grievances connected with voting by electronic means, you may contact Mr. Wenceslaus Furtado, Deputy Manager, CDSL through e-mail at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or on Toll Free No.: 1800-200-5533 or Mr. Bhawendra Jha M/s. Beetal Financial Computer Services Pvt. Ltd through email at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or on Telephone No.: 9312771085.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
  - VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
  - VIII. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) of M/s DMK Associates, Company Secretaries, has been appointed as "Scrutinizer" to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same purpose.
  - IX. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
  - X. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
  - XI. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than three (3) days of conclusion of the AGM, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing.
  - XII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.shrigangindustries.com](http://www.shrigangindustries.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh.
  - XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 26<sup>th</sup> AGM scheduled to be held on Wednesday, December 30, 2015.
- k) The route map of the venue for the Annual General Meeting is attached herewith.
- l) Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking reappointment at the annual general meeting, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his re-appointment and his brief profile forms part of the explanatory statement.

**By Order of the Board**  
**For Shri Gang Industries and Allied Products Limited**

**Place : New Delhi**  
**Dated : 04.12.2015**

**J.K. Jain**  
**Whole Time Director**  
**DIN: 00120204**

Address: Flat No. 001, Tower 8, The Close South, Nirvana Country,  
Sector 50, Gurgaon-122018, Haryana

**Registered Office:**

A-26 UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar, Uttar Pradesh



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

### **ITEM NO. 4**

Shri J.K. Jain was re-appointed as Whole Time Director of the Company by the members at its last Annual General Meeting for the period of one year w.e.f. December 27, 2014. Therefore, his term as Whole Time Director will expire on December 26, 2015. During his term of office, Shri J.K. Jain has worked hard and is closely associated with the proposed rehabilitation of the company through Honorable BIFR and his continuance is very much required for the Company, though he attained the age more than 70 years. Hence in the interest of Company, the Board of Directors has recommended his re-appointment as Whole Time Director of the company for a further period of two year with effect from December 27, 2015. The appointment of Shri J.K.Jain as Whole Time Director is as per Section 196, 197, 198 203 read with Schedule V of the Companies Act, 2013 and further subject to the approval of members in the General Meeting. The details of remuneration to be paid to Shri J. K. Jain are mentioned below:

- 1) Basic Salary: Rs 35000 per month
- 2) House Rent Allowance: Rs 14000 per month
- 3) Medical reimbursement/allowance: Rs.1250 per month
- 4) Travel for official work: As per rules of the company

At present the effective capital of the Company is negative and no remuneration shall be paid to Shri J.K. Jain till the effective capital of the Company becomes positive.

Your Directors recommend the resolution set out at item no. 4 for your approval.

None of the Director, Manager, Key Managerial Personnel, and their relatives except Shri J.K.Jain is interested as mentioned above or concerned, financially or otherwise in the resolution.

### **ITEM NO. 5**

Ms. Suchi Bahl was co-opted by the Board of Directors as an Additional Director (Promoter and Non-executive) with effect from February 13, 2015 pursuant to Section 161(1) of the Companies Act, 2013. Ms. Suchi Bahl holds office till the date of the ensuing Annual General Meeting.

Notice along with deposit of the requisite amount as stipulated under Section 160 of the Act has been received from a member intending to propose Ms. Suchi Bahl as a candidate for the office of Director and all the documents related to present appointment are available for inspection at the meeting, and also such documents shall also be available for inspection in physical or in electronic form during business hours at the registered office of the company.

Except Ms. Suchi Bahl, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

### **ITEM NO. 6**

Presently company is following the financial year which is started from 1<sup>st</sup> July and ended on 30<sup>th</sup> June every year. As per the provision of section 2(41) of Companies Act, 2013, every company has to adopt the financial year from 1<sup>st</sup> April to 31<sup>st</sup> March, within 2 years of applicability of this section. Hence company wants to adopt the financial year as per the provision of Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

### **ITEM NO. 7**

As per Listing Agreement applicable on Listed Companies and pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive and the appointment shall be approved at a meeting of shareholders. Mr. Narendra Singh Bisht, existing Independent Director, shall hold the office for a period of five consecutive years effective from last Annual General Meeting i.e. December 30, 2014 & he shall hold the office as Independent Director till December 29, 2019. His tenure should have been fixed in the last Annual General Meeting, however, inadvertently the item for fixing the tenure of Independent Director was left out in the Notice of last AGM, therefore to comply with the aforesaid requirement, the tenure of Independent Director is to be fixed and the proposed resolution is recommended for approval of members.



Except Mr. Narendra Singh Bisht, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the members.

#### **ITEM NO. 8**

As per Listing Agreement applicable on Listed Companies and pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive and the appointment shall be approved at a meeting of shareholders. Mr. Rajesh Kumar Gupta, existing Independent Director, shall hold the office for a period of five consecutive years effective from last Annual General Meeting i.e. December 30, 2014 & he shall hold the office as Independent Director till December 29, 2019. His tenure should have been fixed in the last Annual General Meeting, however, inadvertently the item for fixing the tenure of Independent Director was left out in the Notice of last AGM, therefore to comply with the aforesaid requirement, the tenure of Independent Director is to be fixed and the proposed resolution is recommended for approval of members.

Except Mr. Rajesh Kumar Gupta, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the notice for approval by the members.

#### **ITEM NO. 9**

As per Listing Agreement applicable on Listed Companies and pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive and the appointment shall be approved at a meeting of shareholders. Mr. Gyan Chand Jain, existing Independent Director, shall hold the office for a period of five consecutive years effective from last Annual General Meeting i.e. December 30, 2014 & he shall hold the office as Independent Director till December 29, 2019. His tenure should have been fixed in the last Annual General Meeting, however, inadvertently the item for fixing the tenure of Independent Director was left out in the Notice of last AGM, therefore to comply with the aforesaid requirement, the tenure of Independent Director is to be fixed and the proposed resolution is recommended for approval of members.

Except Mr. Gyan Chand Jain, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the notice for approval by the members.

**By Order of the Board  
For Shri Gang Industries and Allied Products Limited**

**Place : New Delhi  
Dated : 04.12.2015**

**J.K. Jain  
Whole Time Director  
DIN: 00120204**

Address: Flat No. 001, Tower 8, The Close South, Nirvana Country,  
Sector 50, Gurgaon-122018, Haryana

#### **Registered Office:**

A-26 UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar, Uttar Pradesh

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49(VIII) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE (NOW REGULATION 36 OF LISTING REGULATION, 2015)**

**ITEM NO-2**

**Mr. Janeshwar Kumar Jain**

Mr. Janeshwar Kumar Jain, aged 71 years, is a Commerce graduate. He has vast experience of over 50 years in the areas of trading, manufacturing, finance and allied matters in India. He has an in-depth knowledge and strong understanding of edible oil industry over 20 year. He has versatile experience & tremendous exposure in the concerned field. He is on the Board of the Company since October 31, 2009. He holds 138,000 equity shares of the Company.

His Committee membership is as under:

S. No.	Name of Board Committee	Member/Chairperson	Company
1.	Audit Committee	Member	Shri Gang Industries and Allied Products Limited
2.	Stakeholders Relationship Committee	Member	Shri Gang Industries and Allied Products Limited
3.	Nomination and Remuneration Committee	Chairman	Suraj Industries Ltd
4.	Audit Committee	Member	Suraj Industries Ltd
5.	Stakeholders Relationship Committee	Chairman	Suraj Industries Ltd

During the Financial Year ended March 31, 2015, Mr. Janeshwar Kumar Jain has attended the meetings of Board of Directors held on May 15, 2014, August 15, 2014, November 15, 2014, December 05, 2014, February 13, 2015 and May 15, 2015..

His tenure is liable to be retire by rotation at the forthcoming Annual General Meeting. The Board of Directors has already recommended for his appointment.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

**ITEM NO-4**

**Mr. Janeshwar Kumar Jain**

Mr. Janeshwar Kumar Jain, aged 71 years, is a Commerce graduate. He has vast experience of over 50 years in the areas of trading, manufacturing, finance and allied matters in India. He has an in-depth knowledge and strong understanding of edible oil industry over 20 year. He has versatile experience & tremendous exposure in the concerned field. He is on the Board of the Company since October 31, 2009. He holds 138,000 equity shares of the Company.

His Committee membership is as under:

S. No.	Name of Board Committee	Member/Chairperson	Company
1.	Audit Committee	Member	Shri Gang Industries and Allied Products Limited
2.	Stakeholders Relationship Committee	Member	Shri Gang Industries and Allied Products Limited
3.	Nomination and Remuneration Committee	Chairman	Suraj Industries Ltd
4.	Audit Committee	Member	Suraj Industries Ltd
5.	Stakeholders Relationship Committee	Chairman	Suraj Industries Ltd