

29TH ANNUAL REPORT
2017-2018

**SHRI GANG INDUSTRIES AND
ALLIED PRODUCTS LIMITED**

CIN NO: L01112UP1989PLC011004

BOARD OF DIRECTORS

Chairman & Whole Time Director	Mr. Syed Azizur Rahman
Non- Executive Non Independent Director	Mrs. ShuchiBahl
Non- Executive Independent Director	Mr. Yogesh Kumar
Non- Executive Independent Director	Mr. Surendra Mohan Sikka
Chief Financial Officer	Mr. Anil Kumar Gupta
Company Secretary& Compliance Officer	Ms. Kanishka Jain
Bankers	HDFC Bank Ltd Punjab National Bank
Statutory Auditors	M/s SatendraRawat& Company, Chartered Accountants
Secretarial Auditor	M/s Monika Kohli & Associates Company Secretaries
Registered Office	A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, Uttar Pradesh- 203205, Contact No. +91-05735-222568
Corporate Office	F-32/3, Okhla Industrial Area, Phase- II, New Delhi-110020, Contact No. +91-11-42524454
Share Transfer Agent	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062 Contact No. +91-11-2996 1281/83

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NOTICE OF 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Friday, September 28, 2018 at 12:00 Noon at the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205 to transact the following businesses:-

ORDINARY BUSINESS:

1. To Consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, together with the reports of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Shuchi Bahl (DIN 02332887), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**3. To consider and pass the following resolutions as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rule, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to appoint Mr. Surendra Mohan Sikka (DIN: 07018508) as a Non-Executive Independent Director of the Company."

"RESOLVED FURTHER THAT Mr. Surendra Mohan Sikka shall hold the office as Independent Director for a term upto five consecutive years effective from July 13, 2018 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any director of the company be and is hereby authorized to file necessary e-forms as may be required with the concerned Registrar of Companies and to do all such acts, deeds things etc. as may be required to implement the above resolution."

NOTES:

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

THE INSTRUMENT APPOINTING THE PROXY DULY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014 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.

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.

- b) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- c) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out in Item no.(3) is annexed hereto.
- d) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the members at the registered office of the Company during business hours on any working day upto the date of the meeting and will also be available at the meeting venue on the date of the meeting.
- e) Every member entitled to vote at a meeting of the Company, or on any resolution to be moved there at, 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.
- f) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records

which will help the Company and Beetal Financial Computer Services Private Limited, Registrar and Share Transfer Agent (Company's RTA), to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or Company's RTA.

- g) As amended by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or the Company's RTA for further assistance.
- h) In case of joint holders, only such joint holder whose name appears as first holder in the order of names as per the Register of Members will be entitled to vote.
- i) 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 as to enable the management to keep the information ready at the Annual General Meeting.
- j) The Securities and exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are requested to submit their PAN and Bank details to their Depository Participant (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company or Company's RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the above said SEBI Circulars
- k) Attendance Slip, Proxy form and the Route Map to the venue are annexed hereto. Members/Proxies are requested to sign at the place provided on the Attendance Slip and handover the same at the entrance of the Meeting.
- l) Members are requested to bring their copy of the Annual Report at the meeting.
- m) Electronic copy of the Annual Report and Notice of 29th Annual General Meeting of the Company along with the Attendance slip, Proxy form and instructions for e-voting are being sent to all the members whose e-mail ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the Annual Report and Notice of the 29th Annual General Meeting of the Company along with the Attendance Slip, Proxy form and instructions for e-voting are being sent in the permitted mode.
- n) The Company has a dedicated E-mail address secretarial@shrigangindustries.com for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website www.shrigangindustries.com has a dedicated section on Investors.
- o) Member(s) may also note that the Notice of the Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.shrigangindustries.com for download.
- p) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- q) As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards (SS-2) 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".
- r) The Company has been allotted ISIN (**INE241V01018**) by **CDSL** for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.

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 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Companies (Management and Administration) Amendment Rules, 2016, and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting (AGM) by electronic means and the items of business given in the Notice of 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 ("remote e-voting")

will be provided by Central Depository Securities Limited (CDSL).

- II. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting.
- 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 will commence at 10:00 A.M. on September 25, 2018 and ends at 5:00 P.M. on September 27, 2018. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of September 21, 2018 ("**Cutoff 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 during the voting period.
- ii. Click on "**Shareholders**" tab.
- iii. Now enter your User ID;
 - a. **For CDSL:** 16 digits beneficiary ID.
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a **first time user** follow the steps given below:

For members holding shares in Demat Form and Physical Forms:

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- 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.</p> <p>- 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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in d/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p>
OR Date of Birth (DOB)	<p>• -If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in the instruction (iii).</p>

- vii. After entering these details appropriately, click on "**SUBMIT**" tab.
- viii. Members holding shares in physical form will then directly reach 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the **EVSN** of Shri Gang Industries and Allied Products Limited which is **180818030**.
- xi. 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.

- xii. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting cast by you by clicking on “**Click here to print**” option on the Voting page.
- xvi. 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.

xvii. 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.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned certified true copy of the Board Resolution /Power of Attorney (POA)/Authority letter etc. which they have issued in favor of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to email at csscrutinizer@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com to verify the same.
- xviii. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

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

(1) 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.

(2) 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 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. September 21, 2018.
- 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 on the Cut-off date i.e. September 21, 2018, may obtain the User ID and Password by sending a request (along with Name, Folio No. / DP ID & Client ID, as the case may be and shareholding) at helpdesk.evoting@cdslindia.com 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.cdsi.com or contact **CDSL on toll free no.: 1800-200-5533**.

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

- VI. 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.
- VII. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) Partner, 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.
- VIII. 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.
- IX. The poll process shall be conducted and a report thereon shall be prepared in accordance with the provisions of the Companies Act, 2013 read with the relevant rules made there under. In such an event, 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).
- X. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than forty eight (48) hours of conclusion of the AGM, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or a person authorized by him in writing.
- XI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shrigangindustries.com and on the website of the 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-203205.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 29th AGM scheduled to be held on 28th September, 2018.
- s) The route map of the venue for the Annual General Meeting is attached herewith.
- t) The relevant details of Directors proposed to be appointed/ reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A**.

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

**Place : New Delhi
Date : 14.08.2018**

**Sd/-
Kanishka Jain
(Company Secretary)
Membership No. 54347**

Registered Office:
A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh-203205
Phone : 05735-222568

Corporate Office:
F-32/3, Okhla Industrial Area,
Phase-II, New Delhi-110020
Phone : 011-42524454

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

ITEM NO. 3

As per the provisions of Section 149(4) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company shall have at least 1/3rd of its total number of directors as Independent Directors. Mr. Surendra Mohan Sikka was co-opted by the Board of Directors as an Additional Director (Independent) w.e.f. 13th July, 2018 pursuant to Section 161(1) of the Companies Act, 2013 subject to approval of the members. Mr. Surendra Mohan Sikka holds office till the date of the ensuing Annual General Meeting.

Section 149(6) of the said Act, lays down the criteria for independence. Mr. Surendra Mohan Sikka (DIN-007018508) Non-Executive Director of the Company has furnished declaration to the Company under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for Independent Director under Section 149(6) of the said Act.

In the opinion of the Board Mr. Surendra Mohan Sikka is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the said Act and the Rules made there under and is independent of the management of the Company. Notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of Mr. Surendra Mohan Sikka as Independent Director of the Company. The appointment shall also be formalized by the issue of a letter of appointment by the Company to the said Independent Director. Further, in terms of Section 149(13) of the said Act, Independent Director is not liable to retire by rotation.

The approval of members by way of Ordinary Resolution is hereby solicited for the appointment of Mr. Surendra Mohan Sikka as Independent Director of the Company for a period of 5 years with effect from July 13, 2018, as set out at **Item No. 3** of this Notice. Brief profile of the said Independent Director, in terms of Regulation 36 of the Listing Regulations read with Secretarial Standard-2 on General Meetings is provided after this Notice as "**Annexure-A**".

Copy of the draft letter for appointment of Mr. Surendra Mohan Sikka as an Independent Director setting out the terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office and Corporate Office of the Company during business hours on any working day, upto the date of Annual General Meeting.

Except Mr. Surendra Mohan Sikka 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 accordingly recommends the Resolutions at **item no 3** of this notice for the approval of the members as an **Ordinary Resolution**.

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

**Place : New Delhi
Date : 14.08.2018**

**Sd/-
Kanishka Jain
(Company Secretary)
Membership No. 54347**

Registered Office:

A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh-203205
Phone : 05735-222568

Corporate Office:

F-32/3, Okhla Industrial Area,
Phase-II, New Delhi-110020
Phone : 011-42524454

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY (PURSUANT TO REG. 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS)

ITEM NO. 3

S.No.	Particulars	Name of Director	Name of Director
		Mr. Surendra Mohan Sikka	Mrs. ShuchiBahl
1.	DIN No.	07018508	02332887
2.	Date of Birth	21 st August 1946	21.10.1983
3.	Age	72 Years	34 Years
4.	Date of Appointment on the Board	July 13, 2018	December 30, 2015
5.	Qualifications	Mechanical Engineer	MBA qualified
6.	Experience in specific functional area	He has more than 45 years of experience in the Alcoholic Beverages industry and had worked with pioneers in the industry and there he commissioned and handled many projects successfully.	She has 10 years of experience and a young entrepreneur managing her own boutique business since last 7 years.
7.	No. of equity shares held in the Company (as on 31st March, 2018)	NIL	NIL
8.	List of other Directorships	<ul style="list-style-type: none"> • Suraj Industries Ltd. • Carya Chemicals and Fertilizers Private Limited • Anita Oils and Fats Private Limited 	<ul style="list-style-type: none"> • Suraj Industries Ltd. • LV Global Private Limited
9.	Membership/Chairmanship of Committees of the other Companies	<u>Suraj Industries Ltd.</u> <ul style="list-style-type: none"> • Audit Committee- Member • Nomination and Remuneration Committee- Member • Stakeholders and Relationship Committee- Member 	<u>Suraj Industries Ltd.</u> <ul style="list-style-type: none"> • Nomination and Remuneration Committee- Member
10.	Relationships, between Directors inter se	No	No

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

Place : New Delhi
Date : 14.08.2018

Sd/-
Kanishka Jain
(Company Secretary)
Membership No. 54347

Registered Office:
A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh-203205
Phone : 05735-222568

Corporate Office:
F-32/3, Okhla Industrial Area,
Phase-II, New Delhi-110020
Phone : 011-42524454

DIRECTOR'S REPORT

To,
The Members,
Shri Gang Industries and Allied Products Limited

Your Directors are hereby present their Report on Company's Business Operations along with the Audited Statement of Accounts for the year ended on March 31, 2018.

FINANCIAL PERFORMANCE OF THE COMPANY

The financial performance of the Company for the period under review and comparative figures for the previous year are summarized below:

(Rs. In Lacs)

Particulars	2017-2018	2016-2017
Income from Operations	1303.34	68.86
Other Incomes	14.82	8.85
Profit/(Loss) before Depreciation & Extra-Ordinary Items	(396.30)	(121.89)
Depreciation	(21.26)	(21.22)
Exceptional Items		
- Prior Period Expenses	(20.70)	-
- Old & unusable materials written off	-	(135.13)
- Impairment of Capitalised property, plant & equipment	(1.55)	-
- Capital WIP Written off	(39.74)	-
- Provision for Trade receivables considered doubtful	(1.36)	-
Net Profit (Loss) after depreciation before tax	(480.91)	(278.24)
Provision for Taxation		
Income Tax	-	-
Net Profit/(Loss) after tax for the year	(480.91)	(278.24)

PERFORMANCE OF BUSINESS

During the year ended, the Company has incurred loss of Rs. 480.91 lacs as compared to the loss of Rs.278.24 lacs in last year.

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

In the last financial year Hon'ble BIFR and Government of Uttar Pradesh had sanctioned a rehabilitation scheme for the revival of the company. As per the scheme, the company has to pay the past dues of Commercial Tax Department, PICUP and PaschimanchalVidyutVitran Nigam Ltd (PVVNL) over a period of 12 years.

Based on these developments the company resumed its manufacturing operations in its Vanaspati unit in the last financial year on a limited scale. In the current year the company was not able to scale up its operations to the desired level as PVVNL has not yet restored the power connection

to the unit. The operations would be gradually scaled up once PVVNL restores the power connection to the unit and some essential modifications, additions and technological up gradations are carried out in the existing plant and equipment.

As a part of the rehabilitation scheme the company is setting up a grain based Distillery unit with Bottling Plant for IMFL & Country Liquor at Sandila, Dist. Hardoi. The company has already been allotted land by UPSIDC in Sandila Industrial Area for setting up the unit.

The company has filed the application for Environmental Clearance for the Distillery Unit from the Ministry of Environment & Climate Change on 13.07.2017. Thereafter public hearing was held on 25.04.2018. The company is now awaiting the Environment Clearance. As regards, the Bottling Unit, the company has obtained Consent to Establish from the UP Pollution Control Board and civil works for this unit has commenced.

The setting up of the new unit would help in the revival of the company.

DIVIDEND

Due to the present financial position, your Directors are unable to recommend any dividend for the year under review.

AMOUNTS TRANSFERRED TO RESERVES

Due to inadequate profits, the company has not transferred any amount to reserves.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with all the applicable rules and on account of casual vacancy caused in the office of Whole Time director due to the death of Mr. Janeshwar Kumar Jain, Whole Time Director of the Company, your company has appointed Mr. Syed Azizur Rahman (DIN: 00242790), director of the Company as the Whole Time Director of the Company with effect from 9th May, 2017.

Mr. Gyan Chand Jain (DIN: 00404962) and Mr. Rajesh Kumar Gupta (DIN: 02904932), Independent Directors of the Company, resigned from the post of directorship on June 28, 2017. Your Board places on record its appreciation for the contribution made by Mr. Gyan Chand Jain and Mr. Rajesh Kumar Gupta as Independent Directors of the Company. After their resignation there was a casual vacancy in the office of Independent Directors. Thereafter Mr. Yogesh Kumar was appointed as Additional Director in the category of Independent Director with effect from August 14, 2017 and thereafter regularised by the Members in the 28th Annual General Meeting of the Company held on September 28, 2017.

Mrs. Shuchi Bahl (DIN: 02332887), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible offers herself for re-appointment. Appropriate resolution for her re-appointment is being placed for your approval at the ensuing AGM.