

**30<sup>TH</sup> ANNUAL REPORT**  
**2018 - 2019**

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**SHRI GANG INDUSTRIES AND  
ALLIED PRODUCTS LIMITED**

**CIN NO: L01112UP1989PLC011004**

## **CORPORATE INFORMATION**

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

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## NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Tuesday, September 24, 2019 at 1:00 P.M. 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 31<sup>st</sup> March, 2019, together with the reports of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Syed Azizur Rahman (DIN: 00242790), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152(2) 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), consent of the members be and is hereby accorded to appoint Mrs. Anita Gupta (DIN: 00243804) who was appointed as an Additional Director of the Company w.e.f. March 06, 2019 by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting be and is hereby appointed as Director of the Company ."

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

**"RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 read with Schedule V, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and recommendation of the Nomination & Remuneration Committee, the consent of the members be and is hereby accorded for the appointment of Mr. Sunil Goel (DIN: 01229459), as Whole-Time Director of the Company designated as Key Managerial Personnel for a period of 1 (One) year with effect from February 14, 2019 at a remuneration of Rs. 2,50,000 /- per month (Rupees Two Lakh Fifty Thousand per month) with a proviso that the remuneration shall be payable from the day of commencement of production at the Manufacturing Unit of the Company being set up at Sandila, Dist. Hardoi, Uttar Pradesh."

**"RESOLVED FURTHER THAT** No sitting fees will be paid to Whole Time Director for attending meeting of the Board of Directors or any committee thereof."

**"RESOLVED FURTHER THAT** in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Directors, the remuneration payable to the Whole Time Director shall not exceed the maximum limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013."

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

**"RESOLVED THAT** pursuant to Section 196, 197, 198, 203 read with Schedule V, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Syed Azizur Rahman, as Whole-Time Director of the Company designated as Key Managerial Personnel at a total remuneration of Rs. 1,50,000/- (Rs. One Lakh Fifty Thousands only) per month for a period of Two (2) years w.e.f 9<sup>th</sup> May, 2019 on the terms and conditions as the Board may deem fit in this regard."

**"RESOLVED FURTHER THAT** in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Director, remuneration payable to the Whole Time Director shall not exceed the maximum limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013."

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to borrow any sum or sums of money as its discretion on such terms and

conditions as the Board of Directors may deem fit, notwithstanding that the money to be borrowed by the Company together with the money already borrowed (apart from temporary loans obtained by the Company in its ordinary course of business from the Company's Bankers) from Banks, Financial Institutions and/or persons, firms, bodies corporate, including by way of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, may exceed the aggregate of the paid-up share capital of the Capital and its free reserves provided that the maximum amount of money so borrowed by the Board and outstanding at any time shall not exceed the sum of **Rs. 250 Crore (Rupees Two Hundred Fifty Crore only)**.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (or a Committee thereof constituted for this purpose) be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowing(s) and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to the above resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs. 25 Crore (Rupees Twenty-Five Crore only)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and are hereby authorized to negotiate and finalize all the terms and conditions etc. as it may consider fit in the interest of the company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the rules made thereunder and all other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to mortgage and/or charge any of the Company's movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a charge/mortgage/hypothecation on such terms and conditions at such time(s) and in such form and manner, in addition to the existing charges/mortgages/hypothecation/pledge created/ to be created by the Company, and with such ranking as to the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's one or more undertakings or all of the undertakings in favor of NBFCs/ Banks/ Central or State Government Departments/ Central or State Government undertakings/ State and other Financial Institutions, together with interest, cost, charges and expenses thereon for amount not exceeding **Rs. 150 Crore (Rupees One Fifty Crore Only)**.

**"RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank prior/pari-passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating charge/mortgage or selling, leasing or otherwise disposing of the undertaking(s) of the Company and also to delegate all such powers to Director(s)/Officer(s) of the Company and

Authorized Representatives on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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

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

**Date: 13.08.2019  
Place: New Delhi**

**NOTES:**

- a) **A member entitled to attend and vote at the Annual General Meeting (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 Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (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 to 8 of this notice 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 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 30<sup>th</sup> 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 30<sup>th</sup> 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](mailto: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](http://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 2018-19 will also be available on the Company's website [www.shrigangindustries.com](http://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** and (**IN8241V01017**) by **NSDL** 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 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 30<sup>th</sup> 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 21, 2019 and ends at 5:00 P.M. on September 23, 2019. 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 17, 2019 ("**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](http://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](http://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:***

<b>PAN*</b>	<p><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></p> <ul style="list-style-type: none"> <li>- <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></li> <li>- <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></li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p><b><i>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.</i></b></p> <ul style="list-style-type: none"> <li>• <b><i>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).</i></b></li> </ul>

- 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 **190809023**.
- 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](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.
- 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](mailto:csscrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](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. September 17, 2019.
- 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 17, 2019, 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](mailto:helpdesk.evoting@cdslindia.com) or RTA at [beetalrta@gmail.com](mailto: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 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 shall only 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) Proprietor, Deepak Kukreja & 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](http://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.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 30<sup>th</sup> AGM scheduled to be held on 24<sup>th</sup> September, 2019.
- 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**

**Date: 13.08.2019**  
**Place: New Delhi**

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

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 3**

Pursuant to the provisions of section 161(1) of the Companies Act, 2013 and on recommendation of Nomination and Remuneration Committee, your Board of Directors had appointed Mrs. Anita Gupta as an Additional Director of the company w.e.f. March 06, 2019 and who will hold office till the date of ensuing Annual General Meeting (AGM) of the Company. Your Board of Directors has recommended her appointment as Director of the Company.

All the documents related to present appointment are available for inspection at the meeting, and such documents shall also be available for inspection in physical or in electronic form during business hours at the Registered/ Corporate office of the company till the date of meeting.

Except Mrs. Anita Gupta, 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. 3 of the Notice for approval by the members.

#### **Item No. 4**

The Board of Directors at their meeting held on February 14, 2019, appointed Mr. Sunil Goel as Additional Director of the Company and further appointed him as the Whole Time Director of the Company for a term of One (1) year effective from

February 14, 2019, based on the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the Shareholders of the Company.

As the Company is in the process of setting up a Distillery with Bottling Plant at Sandila, Distt. Hardoi, Uttar Pradesh and reviving its edible oils business for which the existing manufacturing unit is to be modernized and upgraded. Mr. Sunil Goel is Masters in Business Administration (MBA) by qualification and has more than 30 years of rich experience in the field of trading and manufacturing of various diverse products. Taking into consideration his rich profile and in view of the increased responsibility, the Board appointed Mr. Sunil Goel as Whole Time Director of the Company subject to requisite approval.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 4 are now being placed before the members for their approval by way of Ordinary Resolution.

**STATEMENT CONTAINING THE RELEVANT DETAILS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 ARE AS STATED HEREUNDER:**

**I. GENERAL INFORMATION**

(1)	Nature of Industry	Shri Gang Industries and Allied Products Limited is engaged in the business of manufacturing & selling of Edible Oils.		
(2)	Date or expected date of commencement of commercial production	The Company is in operation since 1989.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (As the Company is already in existence and is in operation)		
(4)	Financial performance of the Company for the last 3 years is given below:			
Particulars		Financial Year Ended		
		March 31, 2017	March 31, 2018	March 31, 2019
		(Amount in Rs.)		
Revenue		6,885,712	130,334,441	43,964,886
Other Income		885,318	1,481,718	6,512,864
Total Income		7,771,030	131,816,129	50,477,750
Total Expenditure		22,082,238	173,572,240	74,067,295
Profit (Loss) before Tax		(27,824,186)	(48,091,294)	(25,501,637)
Profit/Loss after tax and adjustments		(27,824,186)	(48,091,294)	(25,501,637)
(5)	Foreign investments or collaborators, if any	Nil		

**II. INFORMATION ABOUT THE APPOINTEE**

**MR. SUNIL GOEL AS WHOLE TIME DIRECTOR**

(1)	Background Details	Mr. Sunil Goel is Masters in Business Administration by qualification.
(2)	Past Remuneration	NIL
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	Mr. Sunil Goel has more than 30 years' experience in the field of trading and manufacturing of various diverse products.
(5)	Remuneration Proposed	Rs. 2,50,000/- per month with a proviso that the remuneration shall be payable from the day of commencement of production at the Manufacturing Unit of the Company being set up at Sandila, Dist. Hardoi, Uttar Pradesh.
(6)	Comparative remuneration profile w.r.t industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. to the country of his origin)	The comparative remuneration ranges from Rs 1 lakh per month to Rs 3 lakh per month based on the information available in public domain.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He has no pecuniary relationship, directly or indirectly with the Company, or relationship with the Managerial Personnel.