

# **34<sup>th</sup> ANNUAL REPORT (FY 2022-2023)**

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



# C COMPANY Information

## **NON EXECUTIVE CHAIRMAN OF BOARD**

MR. SYED AZIZUR RAHMAN

## **EXECUTIVE DIRECTOR**

MR. ARUN KUMAR SHARMA -WHOLE TIME  
DIRECTOR

## **NON EXECUTIVE NON INDEPENDENT DIRECTOR**

MR. SANJAY KUMAR JAIN  
MR. VYOM GOEL

## **NON EXECUTIVE INDEPENDENT DIRECTOR**

MS. SEEMA SHARMA  
MR. VISHAL SINGH

## **CHIEF FINANCIAL OFFICER**

MR. ANIL KUMAR GUPTA

## **COMPANY SECRETARY**

CS KANISHKA JAIN

## **STATUTORY AUDITORS**

PAWAN SHUBHAM & CO., CHARTERED ACCOUNTANTS

## **SECRETARIAL AUDITORS**

MONIKA KHOLI & ASSOCIATES, COMPANY SECRETARIES

## **BANKERS**

HDFC BANK LIMITED

## **REGISTRAR & 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

## **CORPORATE OFFICE**

F-32/3, GROUND FLOOR, OKHLA INDUSTRIAL AREA,  
PHASE- II, NEW DELHI-110020, CONTACT NO- 011-42524454

## **REGISTERED OFFICE**

PLOT NO-B-2/6 & 2/7, UPSIDC INDUSTRIAL AREA,  
SANDILA, PHASE IV, HARDOI,UTTAR PRADESH- 241204

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## **NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty Fourth (34<sup>th</sup>) Annual General Meeting (AGM) of the members of **M/S SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED** will be held on Friday, September 22, 2023 at 3.00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No. B-2/6 & 2/7, UPSIDC Industrial Area Sandila Phase IV, Hardoi, Uttar Pradesh-241204:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Sanjay Kumar Jain (DIN: 01014176)**, who retires by rotation, and being eligible, offers himself for re-appointment, in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 152(6) of the Companies Act, 2013, Mr. Sanjay Kumar Jain (DIN: 01014176) who retires by rotation and being eligible offers himself for re- appointment, be and is hereby re-appointed as a Director of the Company."

### **SPECIAL BUSINESS:**

3. **RE-APPOINTMENT OF MR. ARUN KUMAR SHARMA (DIN: 09008061), AS WHOLE TIME DIRECTOR OF THE COMPANY AND REVISION IN HIS REMUNERATION**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required and in accordance with the Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors, the consent of the members be and is hereby accorded for re-appointment of Mr. Arun Kumar Sharma (DIN: 09008061), as Whole Time Director of the Company, designated as Key Managerial Personnel, liable to be retire by rotation, for a period of 2 (Two) years with effect from November 13, 2023 at a monthly remuneration not exceeding Rs. 2,50,000 /- (Rupees Two Lakh Fifty Thousand Only).

**RESOLVED FURTHER THAT** no sitting fees will be paid to Mr. Arun Kumar Sharma, Whole Time Director of the Company for attending meeting of the Board of Directors or any committee thereof.

**RESOLVED FURTHER THAT** the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit within the overall ceiling of Rs 2,50,000 /- (Rupees Two Lakh Fifty Thousand Only) per month and the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.”

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Director, the remuneration payable as detailed above shall be the minimum remuneration.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the company be and is hereby severally authorized to sign and file the necessary forms and returns with the concerned Registrar of companies, Stock Exchange where shares of Company are Listed and to take such other actions and to do all deeds and things to comply with all the formalities required to be fulfilled in connection with the aforesaid resolution.”

#### **4. APPOINTMENT OF MR. VYOM GOEL (DIN: 10063284) AS DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** Mr. Vyom Goel (DIN: 10063284), who was appointed by the Board of Directors, , as an Additional Director of the Company with effect from June 23, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modifications and re-enactments thereof for the time being in force), and Article 96 of the Articles of Association of the Company, and who is eligible for appointment as Director and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

#### **5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) ENTERED INTO OR TO BE ENTERED INTO WITH M/S VINDESHWARI EXIM PRIVATE LIMITED (“VEPL”) DURING THE FINANCIAL YEAR 2023-2024.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



2015 ("SEBI LODR") as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, if any, and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with **M/s Vindeshwari Exim Private Limited ("VEPL")**, being the entity falling within the definition of 'Related Party 'under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR, during the Financial Year 2023-2024 ("FY") in the course of selling of Extra Neutral Alcohol (ENA) to the VEPL ("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified herein below, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and are at arm's length basis:

SR. NO.	NAME OF THE PARTY	RELATED TRANSACTION	AMOUNT FOR THE FINANCIAL YEAR 2023-2024 (INR)
1.	Vindeshwari Exim Private Limited	Sale of Extra Neutral Alcohol (ENA)	Upto Rs. 30 Crore

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **6. APPROVAL OF ALTERATION OF MEMORANDUM OF ASSOCIATION ("MOA) OF THE COMPANY AND ADOPTION OF MOA AS PER THE PROVISIONS OF COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 (including any statutory modifications or re-enactments thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014, the approval of Members be and is hereby accorded by way of Special Resolution, to alter and amend the Object Clause of the Memorandum of Association ("MOA") as follows:

- A. Clause III(A) of the Objects clause of the MOA of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’.**
- B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:**

**Clause III(A) 1**

To carry on the business of import, export, production, preparation and manufacture of and dealing in vegetable ghee, oils, of every type and description, whether refined or otherwise and whether hydrogenated or otherwise, and for that purpose to set up, instal, purchase, import or otherwise acquire plant, machinery and related equipment, and to import, export, purchase, cultivate oils seeds, cotton seeds, coconuts, plantation, horticulture and fresh produce for the production of vanaspati or vegetable oils and ghee.

**Clause III(A) 2**

To carry on in India or elsewhere the business as manufacturers, processors, importers, exporters, agents, brokers, suppliers, whole sellers, retailers, distributors, stockists, dealers, godown keepers, C&F agents, del credere agents, developers, consultants, and to distil, prepare, manipulate, mix, blend, clean, pack, repack, protect, provide, promote, sponsor, market, modify, produce, bottle, pressure & crush, all sorts of liquors, beverages, alcohols, wines and other similar products such as brandy, whisky, rum, gin, beer, wine or derivatives, combinations, solvents, mixtures & formulas thereof whether made of natural or synthetic materials, all kinds of drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and other consumables of every description for human consumption.

**Clause III(A) 3**

To carry on the business of producers, refiners, processors, manufacturers, buyers, sellers, distributors, importers, exporters, traders, agents, stockists and to market and supply all types of sugar, sugarcanes & high starch agro products, agro based products and by-products such as residues, ethanol, alcohol, electricity, carbon, hydrocarbons, liquid or gaseous petroleum and petroleum products, minerals and the products or the bye-products thereof or its feed stocks or which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of alcohol products including rectified spirit, potable alcohol and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of sugarcanes and agro based products,

including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and alcohol & power of all kinds and to provide consultancy in all respects of all or any of the aforesaid

#### **Clause III(A) 4**

To produce biofuels such as ethanol for selling to petroleum marketing companies to enable them to blend in petrol. To purchase or otherwise acquire any and all types of starch content agro based product and to manufacture, process, refine, treat, reduce, distill, blend, fractionate, convert, smelt, produce, purify, pump, store, hold, compress, bottle, pack, use, experiment with, buy, exchange, trade, transport, import, export, sell, market, supply, distribute or otherwise dispose of or deal in sugarcane, molasses, sugarcane juice, agriculture based products, spirit, energy related and power related products of any nature and kind whatsoever including, a. All Organic and inorganic chemicals and synthetic chemical derived from fermented high starch juice of any nature and kind whatsoever including bye product, derivatives, and mixture thereof. b. Special types of ethanol and products, including specifically, gases, effluent gases, power, steam and bio fertilizers.

#### **Clause III(A) 5**

To import & exports of wooden casks, equipment, raw materials, ingredients for maturation of spirits, liquor, food products, beverages in India.

#### **Clause III(A) 6**

To carry on the business as brewers, distillers, bottlers, canners preservers, coopers, dehydrators, maltsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nectar, punch aerated waters and drinks whether soft or otherwise.

**RESOLVED FURTHER THAT** the heading of clause (III) (B) of the clause III of MOA shall stand altered as "**Matters which are necessary for the furtherance of the objects specified in clause III (A)**" and clause III (C) of the same shall stand deleted."

**"RESOLVED FURTHER THAT** the words Companies Act, 1956 as well as the provisions of the Companies Act, 1956 wherever appearing in the MOA of the Company be and is hereby replaced with the Companies Act, 2013 along with the relevant provisions wherever applicable."

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take necessary steps to obtain confirmation of the Registrar of Companies, Kanpur under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clauses as may be directed by the Registrar of Companies and to modify the same accordingly."

**"RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with



any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board  
For SHRI GANG INDUSTRIES  
AND ALLIED PRODUCTS LIMITED**

**Date:** 25.08.2023

**Place:** New Delhi

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

## **NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 Circular dated May 12, 2020, January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Audited Accounts for the year ended March 31, 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Member, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically. Members may note that the Notice and Annual Report 2022-2023 will also be available on the Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com), website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and website of Central Depository Services Ltd ([www.evotingindia.com](http://www.evotingindia.com)).

However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department.

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'):
  - (a) Members will not be able to appoint proxies for the meeting, and;
  - (b) Attendance Slip & Route Map is not being annexed to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OACM only.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization