

SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

Registered Office & Works: - A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205

CIN: L01112UP1989PLC011004

Email id:-secretarial@shrigangindustries.com **website:**-www.shrigangindustries.com

Contact No: 05735-222568

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Eighth Annual General Meeting of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Thursday, September 28, 2017 at 11:00 AM 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, 2017, 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 and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors for five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty third (33rd) Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139(2), 142 and other applicable provisions if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s Satendra Rawat & Co. Chartered Accountants**, having Firm Registration No. 008298C, be and are hereby appointed as Statutory Auditors of the company to hold office for a period of 5 consecutive financial years, from the conclusion of twenty eighth Annual General Meeting till the conclusion of thirty third (33rd) Annual General Meeting (subject to ratification of appointment by the members at every AGM) to examine and audit the accounts of the Company on such remuneration as fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 196, 197,198 and 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and 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), consent of the Members be and is hereby accorded for the appointment of Mr. Syed Azizur Rahman as Whole Time Director of the Company designated as Key Managerial Personnel (KMP) 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. 9th May, 2017.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the currency of tenure of Whole time Director, the remuneration payable to the Whole time Director shall not exceed the maximum limit prescribed under Section II Part II of Schedule V of the Companies Act , 2013.

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

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5. To consider and pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yogesh Kumar (DIN: 07216171) who was appointed as an Additional Director (Independent) of the Company w.e.f 14th August, 2017 under section 161 of the Act and has submitted a declaration of independence under section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intension to propose Mr. Yogesh Kumar as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold the office for a term of 5 years from 14th August, 2017 to 13th August, 2022 and whose office shall not be liable to retire by rotation."

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 A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 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.

- b) Members/Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
- c) 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 25th September 2017 to 28th September 2017 (both days inclusive).
- d) Corporate members are requested to send duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
- e) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out is annexed hereto.

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- f) All documents referred to in the notice are open for inspection 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.

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.

- g) Members desirous of obtaining any information concerning the accounts and operation of the Company requested to send their query to the Company at least 10 days before the date of the Annual General Meeting so that any information required by the members may be made available at the meeting.
- h) Members are requested to notify immediately any change in their address, quoting folio numbers to the Company.
- i) The Company has a dedicated E-mail address secretarial@shrigangindustries.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. The Company's website www.shrigangindustries.com has a dedicated section on Investors.
- j) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares can submit their PAN details to the Company/RTA.
- k) Member(s) 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.
- l) Member(s) may also note that the Notice of the Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.shrigangindustries.com for download.
- m) 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.
- n) In case of joint holders, only such joint holder who is name first in the order of names will be entitled to vote.
- o) 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".
- p) 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.

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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 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 28th 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 25th September, 2017 and ends at 5:00 p.m. on 27th September, 2017. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of 21st September, 2017 (“**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. **User ID:** 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.

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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><i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i></p> <p><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></p> <p><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></p>
Dividend Bank Details OR Date of Birth (DOB)	<p><i>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.</i></p> <ul style="list-style-type: none"><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.</i>

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 **EVS**N of Shri Gang Industries and Allied Products Limited which is **170817010**.

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.

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- 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 done 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 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.

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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.evotingindia.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, 2017.
- 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, 2017, 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.evotingindia.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, M/s DMK Associates, Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has

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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 28th AGM scheduled to be held on 28th September, 2017.
- q)** The route map of the venue for the Annual General Meeting is attached herewith.
- r)** 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 : 14.08.2017

**Sd/-
Shefali Sharma
Company Secretary
Membership No. 44902**

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

Corporate office: F-32/3, Okhla Industrial Area, Phase-II, New Delhi- 110020 | **Contact No:** 011-42524454

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

ITEM NO. 4

Pursuant to the provisions of Section 179 (3) read with Companies (Board and its Powers) Rules, 2014, Section 196, 197, 198 and 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors of the company has appointed Mr. Syed Azizur Rahman (DIN-00242790) as Whole Time Director of the company designated as KMP 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. 9th May, 2017 to 08th May 2019 subject to the confirmation by members of the company.

Except Mr. Syed Azizur Rahman, 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. 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”.

All documents referred to in the notice and explanatory statement shall be open for inspection at the registered office and corporate office of the Company during business hours on all working days upto the date of AGM and will also be available at the meeting venue on the date of the meeting.

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 and production 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 operation)
(4)	Foreign investments or collaborators, if any	Nil
(5)	Financial performance of the Company for the last 3 years is given below:	

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Particulars	Financial Year Ended		
	30 th June 2015	31 st March 2016	31 st March 2017
	(Amount in Rs.)		
Revenue	-	-	6,885,712
Other Income	13,206,798	21,195	885,318
Total Income	13,206,798	21,195	7,771,030
Total Expenditure	4,027,168	4,212,890	22,082,238
Profit (Loss) before Tax	538,641	(6,282,928)	(27,824,186)
Profit/Loss after tax and adjustments	538,641	(6,282,928)	(27,824,186)

II. INFORMATION ABOUT THE APPOINTEE

MR. SYED AZIZUR RAHMAN AS WHOLE TIME DIRECTOR

(1)	Background Details	Mr. Syed Azizur Rahman is Mechanical Engineer by qualification.
(2)	Past Remuneration	NIL
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	He has 29 years of experience in manufacturing inclusive of 19 years as Unit Head/Business head of company in edible oil industry.
(5)	Remuneration Proposed	Rs. 1,50,000/- per month
(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 Lac per month to Rs 3 Lacs 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.

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III. OTHER INFORMATION

(1)	Reason for loss or inadequate profits	1. Competition from large business houses/ MNC's which had set up refineries of huge capacity at port. Due to large Capacity they had advantage of economies of scale. 2. Gradual erosion in working capital due to continued losses
(2)	Steps taken or proposed to be taken for improvement	The Government of Uttar Pradesh has sanctioned a rehabilitation scheme for the company based on its policy for the revival of the sick units in the State. This would help the company to sustain its operations on a long term basis. The company has resumed its manufacturing operations on a limited scale during the last year. The operations would be gradually scaled up once power connection to the unit is restored and some essential modifications, additions and technological up gradations are carried out in the existing plant and equipment. Apart from this as a part of the rehabilitation scheme the company has been permitted to set up a 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 setting up of the new unit would help in the revival of the company.
(3)	Expected increase in productivity and profits in measurable terms	At present it is difficult to estimate the same.

The Board accordingly recommends the **Resolution at item no. 4** of this notice for the approval of the members as an **Ordinary Resolution**.

ITEM NO. 5

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. Yogesh Kumar was co-opted by the Board of Directors as an Additional Director (Independent) w.e.f. 14th August, 2017 pursuant to Section 161(1) of the Companies Act, 2013. Mr. Yogesh Kumar holds office till the date of the ensuing Annual General Meeting. Mr. Yogesh Kumar is now proposed to be appointed as Independent Director under the provisions of Section 149(4) of the Companies Act, 2013.

Section 149(6) of the said Act, lays down the criteria for independence. Mr. Yogesh Kumar (DIN-07216171) 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.

SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

Registered Office & Works: - A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205

CIN: L01112UP1989PLC011004

Email id:-secretarial@shrigangindustries.com **website:**-www.shrigangindustries.com

Contact No: 05735-222568

In the opinion of the Board Mr. Yogesh Kumar 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 as required under Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of the Mr. Yogesh Kumar 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. Yogesh Kumar as Independent Director of the Company for a period of 5 years with effect from 14th August, 2017 to 13th August 2022, as set out at **Item No. 5** 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. Yogesh Kumar 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. Yogesh Kumar 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 5** 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

Dated : 14.08.2017

Sd/-
Shefali Sharma
Company Secretary
Membership No. - 44902

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

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“Annexure A”

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. 4 & 5

S. No.	Particulars	Name of Directors	
		Mr. Syed Azizur Rahman	Mr. Yogesh Kumar
1.	DIN No.	00242790	07216171
2.	Date of Birth	15 th October, 1962	1 st July, 1965
3.	Age	54 Years	52 Years
4.	Date of Appointment on the Board	14 th March, 2016	14 th August, 2017
5.	Qualifications	Mechanical Engineer	Chartered Accountant (CA)
6.	Experience in specific functional area	He has 29 years of experience in manufacturing inclusive of 19 years as Unit Head/Business head	He has 27 years of rich experience in Finance and Accounts.
7.	No. of equity shares held in the Company (as on 31st March, 2017)	100 shares	NIL
8.	List of other Directorships	1. Suraj Industries Ltd. 2. Gold Coin Marketing Private Limited	Magnum Hospitality Private Limited
9.	Membership/Chairmanship of Committees of the other Companies	Suraj Industries Ltd: <ul style="list-style-type: none">• Audit Committee- Member• NRC- Member• Stakeholders Relationship Committee- Member	No
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 : 14.08.2017**

**Sd/-
Shefali Sharma
Company Secretary
Membership No- 44902**

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: 011-4252445

Corporate office: F-32/3, Okhla Industrial Area, Phase-II, New Delhi- 110020 | Contact No: 011-42524454

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Contact No: 05735-222568

Proxy Form - Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/ We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name.....Address.....
.....Email ID.....Signature.....Or failing him/her

(2) Name.....Address.....
.....Email ID.....Signature.....Or failing him/her

(3) Name.....Address.....
.....Email ID.....Signature.....Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, September 28, 2017 at 11:00 A.M. at the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205 in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the years ended on 31st March, 2017 and the report 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 and eligible offers himself for re-appointment.
3. To appoint M/s Satendra Rawat & Co. Chartered Accountants as Statutory Auditors of the company to hold office for a period of 5 years from the conclusion of 28th AGM till the conclusion of 33rd AGM and to fix their remuneration.

SPECIAL BUSINESS:

4. To appoint Mr. Syed Azizur Rahman as Whole Time Director of the company w.e.f 9th May, 2017.
5. Appointment of Mr. Yogesh Kumar as Independent Director of the Company.

Signed this _____day of September, ____ 2017.

Signature of the Shareholder

Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

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Contact No: 05735-222568

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the Annual General Meeting of the Company **on Thursday, the 28th Day of September, 2017 at 11:00 A.M at A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, Uttar Pradesh- 203205.**

Signature of the Shareholder	Signature of the Proxy

Note:

1. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
2. Please note that no gifts will be distributed at the meeting.

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ROUTE MAP

