

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

**Corporate office:** F-32/3, Okhla Industrial Area, Phase- II, New Delhi- 110020

**Registered Office & Works-A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, U.P.-203205**

**Sandila Works:** - Plot No B-2/6, B-2/7, UPSIDC Industrial Area- Phase IV, Sandila, Distt Hardoi, U.P.

**E. id:-secretarial@shrigangindustries.com website:-www.shrigangindustries.com Tel No: 011-42524454**

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## **NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty First (31<sup>st</sup>) Annual General Meeting (AGM) of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Wednesday, September 30, 2020 at 3:30 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Goel (DIN: 01229459), 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 Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rule, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, and the recommendation of Nomination and Remuneration Committee, Ms. Seema Sharma (DIN: 08728701), who was appointed as an Additional Director of the Company with effect from March 31, 2020, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the SEBI Listing Regulations and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, be and is hereby appointed as an Independent Non- Executive Director of the Company."

**"RESOLVED FURTHER THAT** Ms. Seema Sharma shall hold the office as Independent Director for a term upto five consecutive years effective from March 31, 2020 and whose office shall not be liable to retire by rotation."

4. **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. Sunil Goel, as Whole-Time Director of the Company designated as Key Managerial Personnel at a total remuneration of Rs. 2,50,000 /- per month (Rupees Two Lakh Fifty Thousand per month) for a period of One (1) years w.e.f. February 14, 2020 on the terms and conditions as the Board may deem fit in this regard.”

**“RESOLVED FURTHER THAT** no sitting fees will be paid to the Whole Time Director for attending the meetings 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 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 with a proviso that the remuneration would be payable from the date of commencement of production in the Distillery Unit of the Company being set up at Sandila, Dist. Hardoi, Uttar Pradesh.”

**5. To consider and if thought, to pass with or without modification(s), following resolution as an 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 by way of Special Resolution 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 or other bodies corporate, 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**

**Date: 02.09.2020  
Place: New Delhi**

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

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

**Corporate office:**  
F-32/3, Second Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020

## **NOTES:**

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
- b) In line with the various MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories ("DP"). Public notices will be release by the Company, requesting all the members to intimate/update their email ids with their DPs/Registrars of the Company. 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. Members may note that the Notice and Annual Report 2019-2020 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)).
- c) 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 is being held pursuant to the MCA Circulars dated 08.04.2020, 13.04.2020 and 05.05.2020 through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Likewise, the Route Map is also not annexed with this Notice.
- d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of 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.
- e) 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 shall be sent to the company by email through its registered email address at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com).
- f) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to items of Special Business is attached and forms part of this notice.
- g) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive).

- h) 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, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and M/s Beetal Financial and Computer Services Private Limited, Registrar and Transfer Agent of the Company, to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the Company or M/s Beetal Financial and Computer Services Private Limited.
- i) Members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Members can contact the Company or its RTA i.e. Beetal Financial and Computer Services Private Limited for further assistance.
- j) The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at this AGM are annexed to the notice as **Annexure-A**.
- k) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrars, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- l) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- m) Electronic copy of all documents referred to the accompanying Notice of the 31<sup>st</sup> Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. [www.shrigangindustries.com](http://www.shrigangindustries.com).
- n) The Company has a registered 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) The Securities and Exchange Board of India (SEBI) vide Circular (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 mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their D-mat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company/ 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.
- 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) Members desirous of getting any information about the accounts, operations or if the members have any query in relation to the matters to be considered in the AGM through VC/OAVM are requested to serve the company a list of query alongwith their names, folio no., mobile number and email id to the Company at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) on or before **23<sup>th</sup> September, 2020** to enable the Company to keep the information ready at the Meeting.
- r) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date, i.e., **Wednesday, 23<sup>rd</sup> September, 2020** may cast their vote by remote e-Voting. The remote e-Voting period commences on, **Sunday 27<sup>th</sup> September, 2020 at 10.00 a.m. (IST)** and ends **on Tuesday, 29<sup>th</sup> September, 2020 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Wednesday, 23<sup>rd</sup> September, 2020**.
- s) Pursuant to 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 (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 CDSL (Central Depository Services Limited).
- t) 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 in a fair and transparent manner and he has communicated his willingness to be appointed and he himself or his/her authorized representative will be available at the AGM for the same purpose.
- u) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- v) The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.shrigangindustries.com](http://www.shrigangindustries.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed, i.e., BSE Limited.
- w) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 31<sup>st</sup> AGM scheduled to be held on 30<sup>th</sup> September, 2020.

- x) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- y) 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. 23<sup>rd</sup> September, 2020, 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).
- z) The Company has electronic connectivity with CDSL and NSDL and the ISIN of the Company is INE241V01018 for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.

**Instructions for remote e-voting & participating in the Annual General Meeting (Agm) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**

**PART A: Instructions for Remote Electronic Voting (E-Voting) prior to the AGM**

- i. For remote e-voting, we are using the platform provided by Central Depository Services (India) Ltd (“CDSL”). The remote e-voting period begins at 10:00 hours on 27-09-2020 and ends at 17:00 hours on 29-09-2020. During this period Shareholders of the Company (hereinafter referred to as “You”), holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23-09-2020 may cast vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Once you have voted electronically, you would not be able to change the same.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iv. Click on “Shareholders” tab.
- v. 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.
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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. In case you have forgotten the same, click the "Forgot Password" link on that website to set up a new password.
- viii. If you are a **first time user** of CDSL e-voting services then follow the steps given below:

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

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

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. **Click on the EVSN of M/s Shri Gang Industries and Allied Products Limited which is 200827025.**



- xiii. 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.
- xiv. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company** at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) or **RTA** at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.
  - ii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company** at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) or **RTA** at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.
- xx. Note for –Non Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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.
- xxi. 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) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- xxii. Your voting rights shall be in proportion to your shares in the paid up equity share capital of the Company as on the cut-off date mentioned above, i.e., 23<sup>rd</sup> September, 2020.

**PART B: Instructions for members to attend the Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**

1. In order to enable you to be electronically present at the AGM, you will need to log into the e-voting website of CDSL i.e. “<https://www.evotingindia.com>” under “Shareholders/Members” tab using your remote e-voting credentials. This may be done using a computer or a mobile device (desktop computer, laptop, i-pad, etc) with a stable internet connection. You will be required to allow camera in your device. In order to enable you to register your electronic presence at the AGM, the link for VC/OAVM will be available alongside the EVSN of the Company. The facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available to Members on first come first served basis.
2. If you are connecting your device through a mobile hotspot, you may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use wifi or LAN with a good and stable internet speed to mitigate any kind of aforesaid glitches.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before 23.09.2020 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 20.09.2020 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
5. In case you have any queries or issues regarding VC/OAVM, you may refer to 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 or contact them at their helpline number 1800225533.

**PART C: THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

The procedure for e-voting on the day of the AGM is same as contained in Part A of these instructions except that:

1. Only those shareholders, who have electronically registered their presence at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting during the period mentioned in para (i) of Part A of these instructions (and are otherwise not barred from doing so), shall be eligible to vote through remote e-voting system available during the AGM.
2. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
3. Shareholders who have already voted through remote e-Voting during the period mentioned in para (i) of Part A of these instructions, will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote again at the AGM.

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

**Date: 02.09.2020  
Place: New Delhi**

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

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

**Corporate office:**  
F-32/3, Second Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020

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

### **Item No. 3**

Pursuant to the provisions of Section 149, 150 and 160 of the Companies Act, 2013 and Article 80 of the Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Seema Sharma (DIN: 08728701) as an Additional Director of the Company under the category Independent Non-executive, with effect from March 31, 2020. Ms. Seema Sharma shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto 5 (Five) consecutive years.

The Company has received notice under Section 160 of the Companies Act, 2013 from one of the member of the Company signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Ms. Seema Sharma. In the opinion of the Board, Ms. Seema Sharma fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Ms. Seema Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

A brief profile of Ms. Seema Sharma, including nature of her expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

Except Ms. Seema Sharma, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 3 for the approval of members of the Company as an Ordinary Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

### **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 on the recommendation of Nomination and Remuneration Committee, had re-appointed Mr. Sunil Goel (DIN: 01229459) as Whole Time Director of the company designated as KMP at a total remuneration of Rs. 2,50,000/- (Rs. Two Lakh Fifty Thousands only) per month for a period of One (1) year w.e.f. 14<sup>th</sup> February 2020 subject to the approval of members of the company.

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		
		<b>March 31, 2018</b>	<b>March 31, 2019</b>	<b>March 31, 2020</b>
		<b>(Amount in Rs.)</b>		
	Revenue	130,334,441	43,964,886	59,340
	Other Income	1,481,718	6,512,864	2,743,574
	Total Income	131,816,129	50,477,750	2,802,914
	Total Expenditure	173,572,240	74,067,295	38,937,553
	Profit (Loss) before Tax	(48,091,294)	(25,501,637)	(36,134,639)
	Profit/Loss after tax and adjustments	(48,091,294)	(25,501,637)	(36,134,639)
(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 Distillery 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 except the payment of interest on loan which he has given to the Company in compliance of the provisions of the Companies Act, 2013.

### III. OTHER INFORMATION

(1)	Reason for loss or inadequate profits	<p>The company was engaged in the manufacture of Vanaspati &amp; Refined oils at its unit at Sikandrabad, U.P. It incurred losses due to-</p> <p>(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.</p> <p>(2) Gradual erosion in working capital due to continued losses</p>
(2)	Steps taken or proposed to be taken for improvement	<p>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 FY 2016-17. The operations are now proposed to be scaled up after carrying out some essential modifications, additions and technological up gradations in the existing plant and equipment.</p> <p>Apart from this as a part of the rehabilitation scheme the company is setting up a Distillery unit with Bottling Plant for IMFL &amp; Country Liquor at Sandila, Dist. Hardoi. The company has already been allotted land by UPSIDC in Sandila Industrial Area for setting up the unit.</p>

		<p>The Bottling unit for IMFL has been set up and has commenced production in July 2020.</p> <p>Approval for the Distillery Unit have been obtained and the construction would commence in near future.</p> <p>The setting up of the new unit would help in the revival of the company.</p>
(3)	Expected increase in productivity and profits in measurable terms.	At present it is difficult to estimate the risk.

The Company effective capital comes in the category of “negative but less than Rs. 5 crores”, therefore in terms of section II of part II of Schedule V, the Company can pay annual remuneration not exceeding Rs.60 lakh with approval of shareholders by way of Ordinary Resolution.

A brief profile of Mr. Sunil Goel, including nature of his expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

Except Mr. Sunil Goel, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 4 for the approval of members of the Company as an Ordinary Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company’s Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

### **Item No. 5**

The Board of Directors of the Company in their meeting held on September 02, 2020 had recommended to mortgage and/or charge, any of its undertakings, 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 in addition to the existing charges/mortgages/hypothecation/pledge created/ to be created by the Company 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 or other bodies corporate, together with interest, cost, charges and expenses thereon, for an amount not exceeding **Rs. 150 Crore (Rupees One Fifty Crore Only)** to secure loans borrowed or to be borrowed or to secure dues towards any State or Central Government Department.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, it is necessary to take approval of members by way of Special Resolution for enabling the Board 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 of such undertakings by way of charge/mortgage/hypothecation/pledge. Accordingly, your Directors recommend the resolution set out in item no. 5 for your approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel and their relatives is interested as mentioned above or concerned, financially or otherwise in the resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

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

**Date: 02.09.2020**

**Place: New Delhi**

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

**Registered Office:**

A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205

**Corporate office:**

F-32/3, Second Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020



“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)**

S. No.	Particulars	Name of Director	Name of Director
		<b>Mr. Sunil Goel (DIN: 01229459)</b>	<b>Ms. Seema Sharma (DIN: 08728701)</b>
1.	Designation	Whole Time Director	Independent Non-Executive Director
2.	Date of Birth	29.10.1954	21.01.1984
3.	Age	66 Years	36 Years
4.	Date of first Appointment on the Board	14.02.2019	31.03.2020
5.	Qualifications	Master’s in Business Administration	➤ Company Secretary ➤ Masters in Commerce
6.	Experience in specific functional area	He has more than 30 years’ experience in the field of trading and manufacturing of various diverse products.	She has an experience of more than 5 years in the field of Secretarial, Legal, Management and administration and other related matters.
7.	No. of equity shares held in the Company (as on 31st March, 2020)	NIL	NIL
8.	List of other Directorships as on 31 March 2020	• Sahil Exim Private Limited	NIL
9.	Membership/Chairmanship of Committees of the other Companies as on 31 March 2020	NIL	NIL
10.	Relationships, between Directors inter se	No	No
11.	Number of Board Meetings attended during the year	Five	NIL*
12.	Terms & Conditions for appointment/re-appointment	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company
13.	Details of Remuneration Last Drawn	He has not drawn any remuneration in financial	She has not drawn any remuneration in

		year 2019-2020 since as per his terms of appointment remuneration will be paid from the day of commercial production in the Distillery unit of the Company situated at Sandila, Hardoi.	financial year 2019-2020.
14.	Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.	No remuneration is sought to be paid.

**\*Ms. Seema Sharma was appointed as Director w.e.f. 31.03.2020, after her appointment, no BM was held in the Financial Year ended March 31, 2020.**

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

**Date: 02.09.2020  
Place: New Delhi**

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

**Registered Office:**  
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