

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

NOTICE OF 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting (AGM) of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Thursday, September 30, 2021 at 3:30 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 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 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Anita Gupta (DIN: 00243804), who retires by rotation, and being eligible, offers herself 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, in accordance with the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013, and the rules made thereunder, (including any statutory modification(s) or reenactment (s) thereof for the time being in force), and the recommendation of Nomination and Remuneration Committee, Mr. Alok Ranjan (DIN: 08254398), being eligible and fulfilling the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of this Meeting, i.e. 30th September 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, 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."

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

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the rules framed thereunder 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), and the recommendation of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the appointment of Mr. Atul Jain (DIN: 00479852) as Director of the Company who was appointed as Additional Director on the Board w.e.f. 31 October 2020 and as Whole-Time Director of the Company designated as Key Managerial Personnel for a period of Two (2) years w.e.f. December 24, 2020, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, 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.”

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

**Date: 03.09.2021
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 general circular no. 02/2021 dated 13th January, 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its 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 (referred to as "SEBI Circular"), 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 view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Accounts 2021 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(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 2020-2021 will also be available on the Company's website www.shrigangindustries.com website of BSE Limited (www.bseindia.com) and website of Central Depository Services Ltd (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 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 are not being annexed to 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/OAVM 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.
- 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 **Friday, September 24, 2021 to Thursday, 30th September, 2021 (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) As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015) [SEBI (LODR)], as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- 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 32nd Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. www.shrigangindustries.com.
- n) The Company has a registered E-mail address secretarial@shrigangindustries.com for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website www.shrigangindustries.com has a dedicated section on Investors.
- o) 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 on or before **23th September, 2021** 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., **Thursday, 23rd September, 2021** may cast their vote by remote e-Voting. The remote e-Voting period commences on, **Monday, 27th September, 2021 at 10.00 a.m. (IST)** and ends **on Wednesday, 29th September, 2021 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 **Thursday, 23rd September, 2021**.
- 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 January 13, 2021 read with circulars 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, within two working days from the 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 details of the number of votes cast for and against the Resolution, invalid votes for at least three days on the Notice Board of the company at its

Registered Office and its Corporate Office. Also, the Scrutinizer's Report shall be placed on the website of the Company at www.shrigangindustries.com and on the website of CDSL at 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 32nd AGM scheduled to be held on 30th September, 2021.
- x) Any person, who acquires shares of the Company and becomes a member after the dispatch of AGM Notice and holds shares as on the Cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with CDSL for e-voting, then his/her existing User Id can be used for casting vote.
- y) 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.
- 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.

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

Instructions for Remote Electronic Voting (E-Voting) prior to the AGM

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would

be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

- i. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/NSDL:**

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register

	<p>is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL is as under:

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

ii. Login method for e-Voting and joining virtual meetings for shareholders other than individuals holding shares in Demat form:

- i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on “Shareholders” tab.
- iii) Now enter your User ID;
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Shareholders 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 e-voting of any company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number.</p>
Dividend Bank Details OR Date of Birth (DOB)	<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> <ul style="list-style-type: none"> 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 (iii).

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) 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.

- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- xi) Click on the EVSN **M/s Shri Gang Industries and Allied Products Limited which is 210830060**.
- xii) 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.
- xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) 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.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xix) **Note for Non – Individual Shareholders and Custodians – For Remote E-Voting only.**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.

- d. 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.
- e. 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.
- f. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer to email at cscrutinizer@gmail.com and to the Company at the email address viz; secretarial@shrigangindustries.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact at **022- 23058738 and 022-23058542/43**.

All grievances connected with the facility for voting by electronic means may be addressed to **Shri Rakesh Dalvi**, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on **022-23058542/43**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company, i.e., **210830060** will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- vii. 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 23.09.2021 mentioning their name, demat account number/folio number, email id, mobile number at 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 23.09.2021 mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shrigangindustries.com. These queries will be replied to by the company suitably by email
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any votes are cast by the shareholders through the e-voting available during the 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 participating in the meeting.
- xi. The voting rights of members shall be in proportion to their shares to the paid-up equity share capital of the Company as on the cut-off date i.e. September 23, 2021. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on any of the resolution(s).

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 or **RTA** at beetalrta@gmail.com marking CC to Company.
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) or alternatively 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 or **RTA** at beetalrta@gmail.com marking CC to Company.

Members who need assistance before or during the AGM may contact CDSL on any of the following Helpline Numbers:

Name of Concerned Official	Contact Number	Email id
Shri Rakesh Dalvi, Senior Manager	022-23058542/43 and 022-23058738	helpdesk.evoting@cdslindia.com

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

Date: 03.09.2021

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 at their meeting held on September 03, 2021, on the recommendation of Nomination and Remuneration Committee, recommended for the approval of members for the appointment of Mr. Alok Ranjan (DIN: 08254398) as Independent Director of the Company, with effect from September 30, 2021. Mr. Alok Ranjan is 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 his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Alok Ranjan. In the opinion of the Board, Mr. Ranjan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 for being eligible for his appointment. The Committee and the Board are of the view that the association of Mr. Ranjan and the rich experience he brings with him would benefit the Company. Mr. Ranjan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013 ('the Act').

A brief profile of Mr. Alok Ranjan, 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. Alok Ranjan, 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.

Item No. 4

The Board of Directors appointed Mr. Atul Jain (DIN: 00479852) as Additional Director of the Company w.e.f. 31.10.2020 and further appointed him as the Whole Time Director of the Company for a term of Two (2) years effective from December 24, 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the Shareholders of the Company.

Mr. Atul Jain, aged about 53 years, is a bachelor of engineering (Chemicals) from Manipal Institute of Technology. He has more than 28 years of industrial experience and working in diverse industries. Taking into consideration his rich profile and in view of the increased responsibility, the Board appointed Mr. Atul Jain as Whole Time Director of the Company designated as Key Managerial Personnel subject to requisite approval.

In compliance with the provisions of Sections 179, 196, 197, 198, 203 read with rules framed thereunder 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 Special Resolution.

STATEMENT CONTAINING THE RELEVANT DETAILS REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF 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. Company has set up a grain based Distillery unit with Bottling Plant for IMFL at Sandila, Dist. Hardoi, Uttar Pradesh and Bottling unit for IMFL has been set up and has commenced production in July 2020.		
(2)	Date or expected date of commencement of commercial production	The Company is in operation since 1989.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (As the Company is already in existence and is in operation)		
(4)	Financial performance of the Company for the last 3 years is given below:			
	Particulars	Financial Year Ended		
		March 31, 2019	March 31, 2020	March 31, 2021
		(Amount in Rs.)		
	Revenue	439,64,886	59,340	32,19,30,002
	Other Income	65,12,864	27,43,574	8,31,387
	Total Income	5,04,77,750	28,02,914	32,27,61,389
	Total Expenditure	7,40,67,295	3,89,37,553	35,80,30,196
	Profit (Loss) before Tax	(2,55,01,637)	(3,61,34,639)	(3,52,68,807)
	Profit/Loss after tax and adjustments	(2,55,01,637)	(3,61,34,639)	(3,51,56,834)
(5)	Foreign investments or collaborators, if any	Nil		

II. INFORMATION ABOUT THE APPOINTEE

MR. ATUL JAIN AS WHOLE TIME DIRECTOR

(1)	Background Details	Mr. Atul Jain is a Bachelor of Engineering (Chemicals) from Manipal Institute of Technology.
(2)	Past Remuneration	NIL
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	He has more than 28 years of industrial experience and working in diverse industries. Mr. Atul Jain is a person of integrity, possesses the relevant expertise and experience in various fields.
(5)	Remuneration Proposed	
	Basic	Rs. 2,50,000/- per month
	Special Allowance	Rs. 1,20,000/- per month
	Perquisites	In addition to the above salary, Mr. Atul Jain shall be entitled to the following perquisites:
		Reimbursement of driver salary and running and maintenance expenses for use of car for official purposes.
(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 5 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.

III. OTHER INFORMATION

(1)	Reason for loss or inadequate profits	<p>The company was engaged in the manufacture of Vanaspati & 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>
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(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 the company diversified into potable liquor sector and decided to set up a grain based Distillery unit with Bottling Plant for IMFL at Sandila, Dist. Hardoi, Uttar Pradesh.</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 andthe construction work for the Distillery Unit has commenced and orders have been placed for the major plant and equipment. The Company expects to commission the Distillery unit in first quarter of FY 2022-23.</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 exceeding Rs.60 lakh with approval of shareholders by way of Special Resolution.

He will not be paid any sitting fee for attending the meetings of the Board or Committee thereof. Further, in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Director, the above remuneration payable to him shall be the minimum remuneration.

A brief profile of Mr. Atul Jain, 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**.

As per the amended provisions of Section 197 read with Schedule V, the member's approval is required by way of Special Resolution for the appointment of Mr. Atul Jain as Whole Time Director and payment of Remuneration to him as per the above details.

Except Mr. Atul Jain, 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.

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.

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

Date: 03.09.2021

Place: New Delhi

Sd/-

Kanishka Jain

(Company Secretary)

Membership No. 54347

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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)

S. No.	Particulars	Name of Director	Name of Director	Name of Director
		Mrs. Anita Gupta (DIN: 00243804)	Mr. Alok Ranjan (DIN: 08254398)	Mr. Atul Jain (DIN: 00479852)
1.	Designation	Non-Executive Non-Independent Director	Non-Executive Independent Director	Whole Time Director
2.	Date of Birth	10-04-1958	09-03-1956	11-12-1967
3.	Age	63 Years	65 Years	53 years
4.	Date of first Appointment on the Board	06-03-2019	30-09-2021	31-10-2020
5.	Qualifications	Bachelors in Arts	<ul style="list-style-type: none"> ➤ I.A.S. (Indian Administrative Services U.P Cadre) ➤ PGDM degree from IIM Ahmedabad ➤ B.A (Hon.) Economics 	Bachelor of Engineering (Chemicals) from Manipal Institute of Technology
6.	Experience in specific functional area	She has more than 20 years of rich experience in the field of administration.	I.A.S Officer with 38 years of distinguished service with extensive experience of administration cutting across a wide variety of sectors concerned with economics, finance, industrial governance and others. He has authored two books. He has held the office of Chief Advisor to Chief Minister of U.P.	He has more than 28 years of industrial experience and working in diverse industries. Mr. Atul Jain is a person of integrity, possesses the relevant expertise and experience in various fields
7.	No. of equity shares held in the Company (as on 31st March, 2021)	5,86,780	NIL	NIL
8.	List of other Directorships as on 31 st March 2021	<ul style="list-style-type: none"> • Prudent Breweries and Distilleries Private Limited • Mehak Buildwell Private Limited • Express Infra Financial Consultancy Private Limited 	<ul style="list-style-type: none"> ➤ Suraj Industries Limited ➤ Shriram Pistons and Rings Limited ➤ Prohouse Advisory Services Private Limited 	<ul style="list-style-type: none"> ➤ Cybersys Infotech Limited ➤ LV Global Private Limited ➤ Carya Chemicals & Fertilizers Private Limited

		<ul style="list-style-type: none"> • Pinnacle Greens Private Limited • Anita Greenfuels Private Limited • Delhi Liquors Limited 		
9.	Membership/Chairmanship of Committees of the other Companies as on 31 st March 2021	NIL	Suraj Industries Ltd. <ul style="list-style-type: none"> ➤ Audit Committee-Member ➤ Stakeholders and Relationship Committee- Member ➤ Nomination and Remuneration Committee ➤ Independent Directors' Committee 	NIL
10.	Relationships, between Directors inter se	There is no inter-se relationship among the Directors	There is no inter-se relationship among the Directors	There is no inter-se relationship among the Directors
11.	Number of Board Meetings attended during the year	Three	NIL*	Three**
12.	Terms & Conditions for appointment/re-appointment	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company
13.	Details of Remuneration Last Drawn	She has not drawn any remuneration in financial year 2020-2021.	She has not drawn any remuneration in financial year 2019-2020.	His last drawn salary was Rs. 3,70,000/- as per his terms of appointment.
14.	Details of Remuneration Sought to be paid	No remuneration is sought to be paid.	No remuneration is 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.

***Mr. Alok Ranjan was not on the Board of the Company during the Financial Year 2020-2021 and will be appointed from the date of Annual General Meeting of the Company, i.e. September 30, 2021.**

****Mr. Atul Jain was appointed w.e.f. 31.10.2020. After his appointment, three (3) Board Meetings were held during the FY 2020-2021.**

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

Date: 03.09.2021

Place: New Delhi

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

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