

# SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

CIN: L01112UP1989PLC011004

**Regd. Office:** Plot No. B-2/6 & 2/7, UPSIDC Industrial Area Sandila Phase IV, Hardoi, Uttar Pradesh-241204

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

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

**Contact No:** 011-42524454/99

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

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

### **ORDINARY BUSINESS:**

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

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

### **SPECIAL BUSINESS:**

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

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required and in accordance

with the Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors, the consent of the members be and is hereby accorded for re-appointment of Mr. Arun Kumar Sharma (DIN: 09008061), as Whole Time Director of the Company, designated as Key Managerial Personnel, liable to be retire by rotation, for a period of 2 (Two) years with effect from November 13, 2023 at a monthly remuneration not exceeding Rs. 2,50,000 /- (Rupees Two Lakh Fifty Thousand Only).

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

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

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

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

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

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

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

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things, as the Board

may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, if any, and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with **M/s Vindeshwari Exim Private Limited (“VEPL)**, being the entity falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR, during the Financial Year 2023-2024 (“FY”) in the course of selling of Extra Neutral Alcohol (ENA) to the VEPL (“Related Party Transactions”) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified herein below, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and are at arm’s length basis:

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

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as

may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

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

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

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

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

**Clause III(A) 1**

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

**Clause III(A) 2**

To carry on in India or elsewhere the business as manufacturers, processors, importers, exporters, agents, brokers, suppliers, whole sellers, retailers, distributors, stockists, dealers, godown keepers, C&F agents, del credere agents, developers, consultants, and to distil, prepare, manipulate, mix, blend, clean, pack, repack, protect, provide, promote, sponsor, market, modify, produce, bottle, pressure & crush, all sorts of liquors,

beverages, alcohols, wines and other similar products such as brandy, whisky, rum, gin, beer, wine or derivatives, combinations, solvents, mixtures & formulas thereof whether made of natural or synthetic materials, all kinds of drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and other consumables of every description for human consumption.

### **Clause III(A) 3**

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

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

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

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

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

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

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

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

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

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

**“RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Date:** 25.08.2023

**Place:** New Delhi

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

## **NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 Circular dated May 12, 2020, January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Audited Accounts for the year ended March 31, 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Member, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically. Members may note that the Notice and Annual Report 2022-2023 will also be available on the Company's website [www.shriganjindustries.com](http://www.shriganjindustries.com), website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and website of Central Depository Services Ltd ([www.evotingindia.com](http://www.evotingindia.com)).

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

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'):

- (a) Members will not be able to appoint proxies for the meeting, and;
- (b) Attendance Slip & Route Map is not being annexed to this Notice.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.



5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com).
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before or 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 for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. 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 MCA dated 8th April, 2020, 13<sup>th</sup> 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. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required.

Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

8. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company [www.shrigangindustries.com](http://www.shrigangindustries.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
  - a. **For shares held in electronic form:** to their Depository Participants (DPs)



b. **For shares held in physical form:** to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form Notice. ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the M/s Beetal Financial and Computer Services Private Limited, Registrar and Share Transfer Agent of the Company (RTA). Intimation letters for furnishing the required details are being sent by the Company.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in **dematerialized form only** while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.shrigangindustries.com/investor-information.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.shrigangindustries.com/investor-information.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
15. 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 as on the cut-off date will be entitled to vote during the AGM.

16. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2023 through e-mail on [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The same will be replied by the Company suitably.
17. Electronic copy of all documents referred to the accompanying Notice of the 34th 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).
18. 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**.
19. CS Vijay Jain, Practicing Company Secretary having ACS No. 50242 and C.P. No.: 18230 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.
20. 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.
21. 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](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.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 34<sup>th</sup>AGM scheduled to be held on September 22, 2023.
23. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, ie, September 15, 2023. 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](mailto: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
24. 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.

## 25. Instructions for Shareholders attending the AGM through VC/OAVM are as under:

### **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
<b>Individual shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 &amp; 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.</li><li>3) If the user is not registered for Easi /Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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</li></ol>

progress and able to directly access the system of all e-Voting Service Providers.

**Individual Shareholders holding securities in demat mode with NSDL**

- 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 is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

**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
<b>Individual Shareholders holding securities in Demat mode with CDSL.</b>	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.
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	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:**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b) Click on “Shareholders” tab.
- c) 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.
- d) Next, enter the Image Verification as displayed and Click on Login.
- e) 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 e voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

<b>FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT.</b>	
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number.
<b>Dividend Bank Details</b>  <b>OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) 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.
- i) For shareholders holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- j) Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- k) Click on the EVSN **M/s Shri Gang Industries and Allied Products Limited, which is 230829026.**
- l) 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.
- m) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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.
- r) 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.
- s) **Note for Non – Individual Shareholders and Custodians – For Remote E-Voting only.**

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 Company at the email address viz; [secretarial@shrigangindustries.com](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on **022-23058542/43**.

- iii. **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., **230829026** 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 previously mentioned 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 15.09.2023 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 15.09.2023 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The company will reply to these queries 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 15, 2023. 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).
- iv. 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 update your email id & mobile no. with your respective Depository Participant (DP).

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

NAME OF OFFICIAL	CONCERNED CONTACT NUMBER	EMAIL ID
Shri Rakesh Dalvi, Senior Manager	022-23058542/43 and 23058738	022- helpdesk.evoting@cdslindia.com

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

**Date:** 25.08.2023

**Place:** New Delhi

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

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

### **ITEM NO. 3**

Mr. Arun Kumar Sharma (DIN: 09008061) was appointed as Whole Time Director of the Company for a period of 2 (two) years w.e.f. November 13, 2021. Mr. Arun Kumar Sharma is Masters in Science (Organic Chemistry) by qualification. He has rich experience in various fields. He has more than 28 years of industrial experience and working in diverse industries. Currently he is looking for the Bottling and Distillery Unit of the Company setup at Sandila.

The tenure of Mr. Arun Kumar Sharma as the Whole Time Director of the Company is expiring on November 12, 2023 and considering his experience, the Board in its meeting held on August 25, 2023, at the recommendation of Nomination and Remuneration of the Committee of the Company had considered, approved and recommended to the Shareholders for their approval, the re-appointment and revision in remuneration of Mr. Arun Kumar Sharma, designated as Key Managerial Personnel of the Company for a further term of 2 (two) years effective from November 13, 2023, liable to retire by rotation on the monthly remuneration not exceeding Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand) per month.

The terms of appointment and remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Arun Kumar Sharma for his re-appointment to the office of Whole Time Director.

Mr. Arun Kumar Sharma satisfy all the conditions specified in sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Mr. Arun Kumar Sharma has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

In compliance with the provisions of Sections 152, 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. 3 are now being placed before the members for their approval by way of Ordinary Resolution.

A brief profile of Mr. Sharma, 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. Arun Kumar 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.

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 161(1) of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vyom Goel (DIN: 10063284) as an Additional Director under the category Non-Executive Professional Director, with effect from June 23, 2023, liable to retire by rotation.

In terms of Section 161(1) of the Act, Mr. Vyom Goel holds the office of Additional Director only upto the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

Mr. Vyom Goel has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

A brief profile of Mr. Vyom 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. Vyom 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**

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with

previous transactions during a financial year, exceeds 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Also, the scope of definitions of 'Related Party' and 'Related Party Transaction' as provided under Regulations 2(1)(zb) and 2(1)(zc) of the LODR Regulations respectively has been considerably widened.

Shri Gang Industries and Allied Products Limited ("SGIAPL or the Company") is manufacturing Extra Neutral Alcohol ("ENA") in its Unit situated at Sandila, Hardoi. ENA is a raw material used in the manufacturing of Alcohol. Therefore, the Company intends to sell it to M/s Vindeshwari Exim Private Limited ("VEPL"), being the entity falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR.

The Management has provided the Audit Committee with relevant details of the proposed RPTs in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPT(s). The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Details of the proposed RPTs between the Company and the Related Party, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. NO	DESCRIPTION	DETAILS OF PROPOSED RPTS BETWEEN THE COMPANY AND THE RELATED PARTY
		NAME OF RELATED PARTY
		<b>M/S VINDESHWARI EXIM PRIVATE LIMITED ("VEPL")</b>
<b>a.</b>	<b>Type, material terms, monetary value and particulars of the proposed RPTs.</b>	Sale of Extra Neutral Alcohol (ENA) during the FY 2023-24 upto an amount of Rs. 30 Crores on arm's length basis and in ordinary course of business.
<b>b.</b>	<b>Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).</b>	M/s Vindeshwari Exim Private Limited, which is promoted by Mr. Varun Gupta who is relative of the Promoters of the Company.
<b>c.</b>	<b>Tenure of the proposed transaction (particular tenure shall</b>	For the FY 2023-24

	be specified)	
d.	<b>Value of the proposed transaction</b>	Sale upto Rs. 30 Crores during the FY 2023-24
e.	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).</b>	21.63 % of the Company's Annual Turnover (for the FY 2022-2023)
f.	<b>Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.</b>	
i.	<b>Details of the source of funds in connection with the proposed transaction.</b>	Not Applicable
ii.	<b>Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</b>	Not Applicable
iii.	<b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</b>	Not Applicable
iv.	<b>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</b>	Not Applicable
g.	<b>Justification for the proposed RPTs</b>	SGIAPL is into the business of manufacturing of ENA in its Distillery unit in Sandila, Hardoi. The Company will be selling ENA to VEPL in the ordinary Course of Business and on arm's length basis.
h.	<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	Not Applicable

i.	<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b>	Not Applicable
j.	<b>Any other information that may be relevant</b>	All the relevant information has been disclosed hereinabove forming part of Explanatory Statement to Item No. 5

The above transactions are being carried out in ordinary course of business of the Company at arm's length basis.

None of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

Accordingly, based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members by way of 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. 6**

The Company was into the business of Manufacturing and Trading in Vanaspati, Refined Oils and Edible Oils since its inception. To expand the business activity of the company, the Company entered into the business of distillers and liquor manufacturers. This activity is included in the Clause III (C) of the Object Clause of the MOA of the Company. To pursue this activity, the Company has already taken the approval of members in their AGM held in the year 2010 in accordance with the provisions of Section 149(2A) of the erstwhile Companies Act, 1956.

The Companies Act, 2013, has prescribed a new format of Memorandum MOA for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company and adopt new set of MOA.

Further, the proposed alteration in clause III (B) and III (C) are required to make the Memorandum of Association in line with the new provisions of the Companies Act, 2013.

The proposed change in Clause III of the Memorandum of Association would be subject to the necessary approvals in terms of Section 13 of the Companies Act, 2013, would require consent of the members by way of passing of Special Resolution, hence the proposed Special Resolution at item no.6 of the notice is proposed for consideration and approval of the members of the Company.

None of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.



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:** 25.08.2023

**Place:** New Delhi

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

“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
		<b>Mr. Arun Kumar Sharma</b> (DIN: 09008061)	<b>Mr. Sanjay Kumar Jain</b> (DIN: 01014176)	<b>Mr. Vyom Goel*</b> (DIN: 10063284)
1.	<b>Designation</b>	Executive Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
2.	<b>Date of Birth</b>	03-10-1963	27-10-1966	14/08/1990
3.	<b>Age</b>	60 Years	57 Years	33 years
4.	<b>Date of first Appointment on the Board</b>	13-11-2021	03-03-2022	23-06-2023
5.	<b>Qualifications</b>	Masters in Science (Organic Chemistry)	➤ Graduated in Commerce from University of Delhi ➤ Chartered Accountant	➤ MBA (Finance) ➤ B-Tech (IT)
6.	<b>Experience in specific functional area</b>	Mr. Arun Kumar Sharma has rich experience in various fields. He has more than 28 years of industrial experience and working in liquor industries.	Mr. Sanjay Kumar Jain holds SEBI accreditations as a Registered Investment Advisor and Registered Research Analyst. He has about 31 years of work experience in Investments, Funds Management, Strategy, M&A, Corporate Finance and Investor Relations.  For the last 15 years, he has worked as an independent consultant working with Promoters/ Senior Management of different companies. He had also co-founded an advisory business in M/s Taj Capital Partners Pvt Ltd. and participated in events of Global Investors, Government	Mr. Vyom Goel has worked as a Senior Associate and Consultant in firms like JP Morgan and EURONEXT. Currently he is involved in the family business and handling operations.

			and Policy makers	
7.	<b>No. of equity shares held in the Company (as on 31<sup>st</sup> March, 2023) including the shareholding as Beneficial Owner</b>	NIL	NIL	Not Applicable
8.	<b>List of other Directorships as on 31<sup>st</sup> March 2023</b>	<ul style="list-style-type: none"> <li>• Carya Chemicals &amp; Fertilizers Private Limited</li> <li>• Anita Greenfuels Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Suraj Industries Limited</li> <li>➤ Tinna Rubber And Infrastructure Limited</li> <li>➤ J. K. Cotton Limited</li> <li>➤ Manphul Trading And Finance Company Private Limited</li> <li>➤ Dwarkadhish Finance And Investment Company Private Limited</li> <li>➤ PGA Securities Private Limited</li> <li>➤ B.G.K. Infrastructure Developers Private Limited</li> <li>➤ Taj Capital Partners Private Limited</li> <li>➤ Diensten Tech Limited</li> <li>➤ Express Infra Financial Consultancy Private Limited</li> <li>➤ J K Consultancy And Services Private Limited</li> <li>➤ Sarth Agbev and Energy Private Limited</li> </ul>	➤ NIL
9.	<b>Membership/ Chairmanship of Committees of the other Companies as on 31<sup>st</sup> March 2023</b>	NIL	<b><u>Tinna Rubber And Infrastructure Limited</u></b>	NIL
			<ul style="list-style-type: none"> <li>• Audit Committee- Chairperson</li> <li>• Stakeholders and Relationship Committee- Member</li> <li>• Nomination and Remuneration</li> </ul>	

		Committee- Chairperson	
<b>10. Listed Entities from which he/she has resigned as Director in past 3 years</b>	NIL	NIL	NIL
<b>11. Relationships , between Directors inter se with other directors, Manager &amp; other KMP's</b>	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
<b>12. Number of Board Meetings attended during the year</b>	5 (Five)	5 (Five)	Not Applicable
<b>13. Terms &amp; Conditions for appointment/re-appointment</b>	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
<b>14. Details of Remuneration Last Drawn</b>	His last drawn monthly salary was Rs. 1,85,000/- as per his terms of appointment.	He has not drawn any remuneration in financial year 2022-2023.	Not Applicable
<b>15. Details of Remuneration Sought to be paid</b>	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.	No remuneration is sought to be paid.

**\*Mr. Vyom Goel was appointed w.e.f. 23-06-2023. He was appointed after the closure of Financial Year 2022-2023.**

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

**Date: 25.08.2023**

**Place: New Delhi**

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