

# SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

CIN: L01112UP1989PLC011004

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

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

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

**Contact No:** 05735-222568/011-42524454

## NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting (AGM) of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Friday, September 30, 2022 at 5:00 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 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 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Sharma (DIN: 09008061), who retires by rotation, and being eligible, offers himself for re-appointment.

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 section 152 of the Companies Act, 2013, Mr. Arun Kumar Sharma (DIN: 09008061) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To appoint M/s. Pawan Shubham & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company until the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company.

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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s. Pawan Shubham & Co., Chartered Accountants**, having **FRN.: 011573C**, be and are hereby appointed as Statutory Auditors of the Company in

place of **M/s Satendra Rawat & Co., Chartered Accountants** (FRN: 008298C), retiring Statutory Auditor, to hold the office from the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company till the conclusion of 38<sup>th</sup> Annual General Meeting to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

**SPECIAL BUSINESS:**

**4. To appoint Mr. Arun Kumar Sharma (DIN: 09008061) as Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Arun Kumar Sharma (DIN: 09008061), who was appointed as an Additional Director of the Company w.e.f. November 13, 2021 by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, as Director of the Company .”

**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, 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. To appoint Mr. Arun Kumar Sharma (DIN: 09008061) as Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the rules framed thereunder and all other applicable provisions, if any, of the Act, applicable clauses of the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) and enactment(s) thereof for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee (“Committee”) and the Board of directors, consent of the members, be and is hereby accorded by way of Special Resolution, for the appointment of Arun Kumar Sharma (DIN 09008061), as Whole Time Director designated as Key Managerial Personnel of the Company for a period of two (2) years w.e.f. November 13, 2021 with the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (including Committee, if any) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as may be deemed fit necessary.

**RESOLVED FURTHER THAT** the office of the Whole Time Director shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** No sitting fees will be paid to Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

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

Basic Salary	:	Rs. 75,000/- per month
HRA	:	Rs. 37,500/- per month
Special Allowance	:	Rs. 37,500/- per month
<b>Total</b>	:	<b>Rs. 1,50,000/- per month</b>

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), 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.”

**6. To appoint Mr. Sanjay Kumar Jain (DIN: 01014176) as Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Sanjay Kumar Jain (DIN: 01014176), who was appointed as an Non-Executive Additional Independent Director of the Company w.e.f. March 03, 2022 by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013, whose category was subsequently changed to Non-Executive Non-Independent Director w.e.f. May 30, 2022 and whose term of office expires at this Annual General Meeting, as Director of the Company .”

**RESOLVED FURTHER THAT** the office of Mr. Sanjay Kumar Jain, Director shall 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, 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.”

**7. To appoint Mr. Syed Azizur Rahman (DIN: 00242790) as Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Syed Azizur Rahman (DIN: 00242790), who was appointed as a Non-Executive Additional Director of the Company w.e.f. June 14, 2022 by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013, and whose term of office expires at this Annual General Meeting, as Director of the Company ."

**RESOLVED FURTHER THAT** the office of Mr. Syed Azizur Rahman (DIN: 00242790), Director shall 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, 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."

**8. To appoint Mr. Vishal Singh (DIN: 07500944) as Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vishal Singh (DIN: 07500944), who was appointed as a Non-Executive Additional Independent Director of the Company with effect from June 14, 2022 pursuant to Section 161 of the Act and Articles of Association of the Company and from whom the Company has received the declaration that he meets the criteria for Independence as provided under the Act and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier 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 a Non-Executive Independent Director of the Company by way of Special Resolution.

**RESOLVED FURTHER THAT** Mr. Vishal Singh (DIN: 07500944) shall hold the office as Independent Director for a term upto five consecutive years effective from June 14, 2022 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.”

**9. Shifting of Registered Office of the Company from A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205 to Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh.**

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

**“RESOLVED THAT** pursuant to provisions of section 12 and any other provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and other applicable provisions if any, (including any statutory modification(s) or reenactment (s) thereof for the time being in force), consent of members be and is hereby accorded by way of Special Resolution to shift the Registered office of the company from **A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205 to Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh w.e.f September 30, 2022.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose or as may be required by any statutory, regulatory and other appropriate authorities for the purpose.”

**10. Increase in Authorised Share Capital and alteration in the Capital Clause of Memorandum of Association**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.18,50,00,000/- (Rupees Eighteen Crore and Fifty Lakh Only) divided into 1,85,00,000 (One Crore and Eighty-Five Lakh) Equity Shares of Rs. 10/- each to Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of additional 1,15,00,000 (One Crore Fifteen Lakh) Equity Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered, and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

**V. “The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each.”**

**RESOLVED FURTHER THAT** the Directors of the company and Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms and documents with Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”:

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

**Date: 03.09.2022**

**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, Ground 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. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 05, 2020; General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021; General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 respectively ("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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("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 Annual Audited Accounts for the year ended March 31, 2022 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 2021-2022 will also be available on the Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com) website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and website of Central Depository Services Ltd ([www.evotingindia.com](http://www.evotingindia.com)).
- c)** Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM 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.
- d)** The attendance of the Members attending the AGM through VC/OAVM will be counted *for* reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OACM only.
- e)** Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com).
- f)** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to items of Special Business is attached and forms part of this notice.

- g) 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 Share 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.
- h) 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.
- i) 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**.
- j) 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. Further, the Company requests the shareholders to do the KYC as per the SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021.
- k) 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.
- l) Electronic copy of all documents referred to the accompanying Notice of the 33<sup>rd</sup> Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. [www.shrigangindustries.com](http://www.shrigangindustries.com).
- m) The Company has a registered E-mail address [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) for members to mail their queries or lodge complaints, if any. The Company endeavours to reply to queries at the earliest. The Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com) has a dedicated section on Investors.
- n) 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.

- o)** 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 along with their names, folio no., mobile number and email id to the Company at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) on or before **23<sup>th</sup> September, 2022** to enable the Company to keep the information ready at the Meeting.
- p)** Members of the Company holding shares either in physical form or in electronic form as on the cut-off date, i.e., **23September 2022** may cast their vote by remote *e Voting*. The remote e-Voting period commences on, **Tuesday, 27 September 2022 at 10.00 A.M. (IST)** and ends on **Thursday, 29<sup>th</sup> September, 2022 at 5.00 P.M. (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the *Member casts the vote on a resolution*, 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 **23<sup>rd</sup> September, 2022**.
- q)** 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 No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 05, 2020; General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021; General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 respectively ("MCA Circulars"), 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).
- r)** CS Ankit Tiwari, Practicing Company Secretary having ACS No. 65026 and C.P. No.: 24431 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 EGM for the same purpose.
- s)** 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.
- t)** 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.

- u) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 33rd AGM scheduled to be held on 30 September 2022.
- v) 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.
- w) 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.
- x) 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.
- y) **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	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

	<p>System Myeasi.</p> <ol style="list-style-type: none"> <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 progress and able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the</li> </ol>

	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
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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 <b>OR</b> 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"> <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>

- 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 220829085.**

- 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, 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 Scrutinizer to email at [csscrutinizer@gmail.com](mailto:csscrutinizer@gmail.com) and 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**.

**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., **220829085** 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 23.09.2022 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 23.09.2022 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 23, 2022. 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](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 Concerned Official	Contact Number	Email id
Shri Rakesh Dalvi, Senior Manager	022-23058542/43 and 022-23058738	helpdesk.evoting@cdslindia.com



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

### **Item No. 4 & 5**

Pursuant to the provisions of section 161(1) of the Companies Act, 2013, your Board of Directors had appointed Mr. Arun Kumar Sharma (DIN: 09008061) as Additional Director of the company w.e.f. November 13, 2021 and who will hold office till the date of ensuing Annual General Meeting (AGM) of the Company. Considering the rich experience of Mr. Arun Kumar Sharma, your Board of Directors had further appointed him as the Whole Time Director of the Company for a term of Two (2) years effective from November 13, 2021, 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. Arun Kumar Sharma, aged about 58 years. He 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. Taking into consideration his rich profile and in view of the increased responsibility, the Board appointed Mr. Arun Kumar Sharma as Whole Time Director of the Company designated as Key Managerial Personnel subject to requisite approval. 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 appointment to the office of Whole Time Director.

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. 4 & 5 are now being placed before the members for their approval.

As per the amended provisions of Section 197, the member's approval is required by way of Special Resolution for the appointment of Mr. Arun Kumar Sharma as Whole time Director and payment of Remuneration to him as per the above details. 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. 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. 4 & 5 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. 6**

Pursuant to the provisions of Section 149, 150 and 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. Sanjay Kumar Jain (DIN: 01014176) as an Additional Director under the category Independent Non-executive, with effect from March 03, 2022 for a period of five consecutive years not liable to retire by rotation. His Office as such shall expire at the forthcoming Annual General Meeting.

Further, on the request of Mr. Sanjay Kumar Jain, the Company in its Board Meeting held on May 30, 2022 changed the category of Mr. Jain from Non-Executive Independent Director to Non-Executive Nominee Director.

Mr. Sanjay Kumar Jain still is an Additional Director who shall office as such till the forthcoming AGM. Mr. Sanjay Kumar Jain has given his consent to act as Director of the Company and confirmed that he is not debarred from any authority to act as Director of the Company for whom 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. Sanjay Jain for his appointment to the office of Director of the Company.

A brief profile of Mr. Sanjay Kumar 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**.

Except Mr. Sanjay Kumar 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. 6 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 6 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. 7**

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. Syed Azizur Rahman (DIN: 00242790) as an Additional Director under the category Non-Executive Professional Director, with effect from June 14, 2022, liable to retire by rotation.

Mr. Syed Azizur Rahman shall office as such till the date of Annual General Meeting or the date upto which the Annual General meeting should have been held, whichever is earlier. Mr. Syed Azizur Rahman has given his consent to act as Director of the Company and confirmed that he is not debarred from any authority to act as Director of the Company. Pursuant to Section 160 of the Companies Act, 2013, the Company has also received a notice from a member in writing from a

Member proposing the candidature of Mr. Syed Azizur Rahman for his appointment to the office of Director.

A brief profile of Mr. Syed Azizur Rahman, 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. Syed Azizur Rahman, 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. 7 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 7 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. 8**

Pursuant to the provisions of Section 149, 150 and 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. Vishal Singh (DIN: 07500944) as an Additional Director under the category Non-executive Independent Director, with effect from June 14, 2022 for a period of five consecutive years not liable to retire by rotation based on his skills, experience, knowledge acumen and expertise. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

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. Vishal Singh for his appointment to the office of Independent Director.

Mr. Vishal Singh has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In the opinion of the Board, Mr. Singh fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations for his re-appointment as Independent Director of the Company and is independent of the management.

The Company has also received from Mr. Singh:

- (i) the consent in writing to act as Director and
- (ii) intimation that his is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India.

A brief profile of Mr. Vishal Singh, 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. Vishal Singh, 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. 8 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 8 for the approval of members of the Company as a Special 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. 9**

As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II the Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated at **A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205**. Now the Board of Directors of the company at its meeting held on September 03, 2022, decided that the registered office of the Company to be shifted to **Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh**, which is outside the local limits of the city/town/village where the company's registered office is presently situated but though situated within the same State, with a view to improve operational efficiency, the Board of Directors considered and subject to approval of members, approved the proposal of shifting registered office to Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh.

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. 9 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 9 for the approval of members of the Company as a Special 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. 10**

Presently, the Authorized share Capital of the Company is Rs. 18,50,00,000/- (Rupees Eighteen Crore and Fifty Lakh only) divided into 1,85,00,000 (One Core Eighty-Five Lakh) Equity Shares of Rs. 10/- each. The Board of directors, therefore, consider it desirable to increase the Authorized Share Capital of the Company to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of additional 1,15,00,000 (One Crore Fifteen

Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each, to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company at [www.shrigangindustries.com](http://www.shrigangindustries.com).

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 10 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice.

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

**Date: 03.09.2022**

**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, Ground Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020

**“Annexure A”**

**Details of Directors seeking Appointment/Re-Appointment at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)**

S. No.	Particulars	Name of Director	Name of Director	Name of Director	Name of Director
		<b>Mr. Arun Kumar Sharma<sup>@</sup></b> <b>(DIN: 09008061)</b>	<b>Mr. Sanjay Kumar Jain<sup>#</sup></b> <b>(DIN: 01014176)</b>	<b>Mr. Syed Azizur Rahman<sup>§</sup></b> <b>(DIN: 00242790)</b>	<b>Mr. Vishal Singh<sup>*</sup></b> <b>(DIN: 07500944)</b>
1.	Designation	Executive Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
2.	Date of Birth	03-10-1963	27-10-1966	15-10-1962	14-07-1993
3.	Age	59 Years	56 Years	60 years	29 Years
4.	Date of first Appointment on the Board	13-11-2021	03-03-2022	14-06-2022	14-06-2022
5.	Qualifications	Masters in Science (Organic Chemistry)	<ul style="list-style-type: none"> <li>➤ Graduated in Commerce from University of Delhi</li> <li>➤ Chartered Accountant</li> </ul>	Mechanical Engineer	<ul style="list-style-type: none"> <li>➤ Bachelors in Law</li> <li>➤ Graduate in Commerce</li> </ul>
6.	Experience in specific functional area	Mr. Arun Kumar Sharma has rich experience in various fields. He has more than 28 years of industrial experience and working in diverse 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	Mr. Syed Azizur Rahman is a dynamic professional aged 60 years. He has 30 years of experience in manufacturing industry inclusive of 20 years as Unit Head/Business head of company in edible oil industry.	Mr. Vishal Singh is an Advocate and a commerce Graduate from Lucknow University) having vast experience in the field of Corporate Taxation and Accounting matters.  He is a co-founder of Vishal Singh & Associates LLP, based out in Delhi, which deals in corporate taxation and consultancy matters. He is also a visiting faculty of ICAI.

			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 and Policy makers		
7.	No. of equity shares held in the Company (as on 31st March, 2022)	NIL	NIL	100	NIL
8.	List of other Directorships as on 31 <sup>st</sup> March 2022	<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>➤ Shree Shubham Logistics 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</li> </ul>	<ul style="list-style-type: none"> <li>➤ Suraj Industries Limited</li> <li>➤ Gold coin Marketing Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Wonder Fibromats Limited</li> <li>➤ Kro Kaizer Private Limited</li> <li>➤ Kamla Sanskaar Foundation</li> </ul>

			Partners Private Limited ➤ Diensten Tech Limited ➤ Express Infra Financial Consultancy Private Limited ➤ J K Consultancy And Services Private Limited		
9.	Membership/ Chairmanship of Committees of the other Companies as on 31 <sup>st</sup> March 2022	NIL	<b><u>Tinna Rubber And Infrastructure Limited</u></b> • Audit Committee-Member • Stakeholders and Relationship Committee-Member • Nomination and Remuneration Committee	<b><u>Suraj Industries Limited</u></b> • Audit Committee-Member • Stakeholders and Relationship Committee-Member • Nomination and Remuneration Committee	
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	1	NIL	NIL	
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	His last drawn monthly salary was Rs. 1,50,000/- as per his terms of appointment.	He has not drawn any remuneration in financial year 2021-2022.	He has not drawn any remuneration in financial year 2021-2022.	
14.	Details of	Remuneration is	No remuneration is	No remuneration is	



Remuneration Sought to be paid	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	sought to be paid.	sought to be paid.	
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**@ Mr. Arun Kumar Sharma was appointed on the Board w.e.f. 13.11.2021. after his appointment 1 (one) Board Meeting was held during the year under review.**

**# Mr. Sanjay Kumar Jain was appointed w.e.f. 03.03.2022. After his appointment, no meeting of the Board of Directors was held during the Financial Year 2021-2022.**

**\$ Mr. Syed Azizur Rahman was appointed w.e.f. 14.06.2022. He was appointed after the closure of Financial Year 2021-2022.**

**\* Mr. Vishal Singh was appointed w.e.f. 14.06.2022. He was appointed after the closure of Financial Year 2021-2022.**

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

**Date: 03.09.2022**

**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, Ground Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020