

SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED

CIN: L01112UP1989PLC011004

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

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

Sandila Works: - Plot No B-2/6, B-2/7, UPSIDC Industrial Area- Phase IV, Sandila, Distt Hardoi, Uttar Pradesh

Email: secretarial@shrigangindustries.com; **Website:** www.shrigangindustries.com;

Phones: +91-11-42524454

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Shri Gang Industries & Allied Products Limited ("**the Company**") will be held on Monday, June 27, 2022 at 3:30 P.M. (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the Extraordinary General Meeting ("**EGM**") shall be deemed to be conducted at Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205, which shall be the deemed venue of the EGM.

ITEM NO. 1

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. 8,50,00,000/- (Rupees Eight Crore and Fifty Lakh Only) divided into 85,00,000 (Eight Five Lakh) Equity Shares of Rs. 10/- each to 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 by creation of additional 1,00,00,000 (One Crore) 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.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."

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."

ITEM NO. 2

ISSUANCE OF 1,00,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS

BELONGING TO ‘NON-PROMOTER’ AND ‘PROMOTER & PROMOTER GROUP’ CATEGORY

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed {“**Stock Exchange(s)**”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, **up-to 1,00,00,000 Equity Shares of face value of Rs. 10/- each to persons belonging to Non-Promoter Category and Promoter & Promoter Group Category, for cash, at an issue price of Rs. 10/- (Rupees Ten Only) per Equity Share** which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, for an aggregate amount of up to Rs. 10,00,00,000/- (Rupees Ten Crore Only) on such further terms and conditions as may be finalized, to the following persons belonging to ‘Promoter & Promoter Group’ and ‘Non-Promoter’ category:”

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be allotted
1.	Ms. Anita Gupta	Promoter & Promoter Group	5,50,000
2.	Mr. Suraj Prakash Gupta	Promoter & Promoter Group	36,00,000
3.	Ms. Asha Mittal	Non-Promoter	7,50,000
4.	Ms. Shalini Jain	Non-Promoter	4,37,500
5.	M/s. Agarni Leasing & Finance Private Limited	Non-Promoter	15,50,000
6.	M/s. Som Credinvest Private Limited	Non-Promoter	15,50,000
7.	M/s. Hallow Securities Private Limited	Non-Promoter	11,81,000
8.	Illingworth Advisors LLP	Non-Promoter	3,81,500
TOTAL			1,00,00,000

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the **Relevant Date** for determining the minimum issue price of Equity shares shall be Friday, May 27, 2022, being the working

day 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Monday, June 27, 2022.”

“RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Directors and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued, application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

ITEM NO. 3

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect.

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: 30/05/2022
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, Second Floor, Okhla Industrial Area,
Phase –II, New Delhi-110020

NOTES:

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its general circular no. 03/2022 dated 05th May 2022 read with General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39 / 2020 'dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, and General Circular No. 20/2021 dated 08.12.2021, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 **dated May 13, 2022 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79** dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 (referred to as "SEBI Circular"), permitted the holding of the **Extra Ordinary General Meeting ("EGM")** through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a **common venue. Accordingly, the EGM** 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 conformity with the applicable regulatory requirements, the Notice of this EGM **is** being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.shrigangindustries.com, website of BSE Limited (www.bseindia.com) and website of Central Depository Services Ltd (www.evotingindia.com).
- c) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the **Extra Ordinary 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 **EGM** will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not being annexed to this Notice.
- d) The attendance of the Members attending the **EGM** through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the **Extra Ordinary General Meeting** through VC/OAVM only.
- e) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the **EGM** through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at secretarial@shrigangindustries.com.
- f) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to items of Special Business is attached and forms part of this notice.
- g) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and M/s Beetal Financial and Computer Services Private Limited, Registrar and Transfer Agent of the Company, to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the Company or M/s Beetal Financial and Computer Services Private Limited.

- 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. Further, no request for transmission will be entertained in physical 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) 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.
- j) 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 **EGM**.
- k) Electronic copy of all documents referred to the accompanying Notice of the **Extra Ordinary General Meeting** will be available for inspection by members in electronic mode at the Company's website i.e. www.shrigangindustries.com.
- l) The Company has a registered E-mail address secretarial@shrigangindustries.com for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website www.shrigangindustries.com has a dedicated section on Investors.
- m) The Securities and Exchange Board of India (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their D-mat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company/ RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the above said SEBI Circulars.
- 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 **EGM** through VC/OAVM are requested to serve the company a list of query alongwith their names, folio no., mobile number and email id to the Company at secretarial@shrigangindustries.com on or before June 20, 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., Monday, June 20, 2022 may cast their vote by remote e-Voting. The remote e-Voting period commences on, Friday, 24th June 2022 at 10.00 a.m. (IST) and ends on Sunday, 26th June 2022 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the

Members (for voting through remote e-Voting before/ during the **EGM**) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Monday, June 20, 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 issued by the Ministry of Corporate Affairs dated 05th May 2022 read with General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39 / 2020 'dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021 the Company is providing facility of remote e-voting and the e-voting facility at the EGM to its Members in respect of the business to be transacted at the **EGM**. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the **EGM** ("remote e-voting") and the voting at the EGM ("venue voting") will be provided by CDSL (Central Depository Services Limited).
- r) Mr. Ankit Tiwari, a Practicing Company Secretary (ACS No. 65026, 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 **EGM**, unblock the votes cast through remote e-voting and the e-voting at the venue of the EGM and make, within two working days from the conclusion of the **EGM**, 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, shall be placed, for at least three days, on the Notice Board of the company at its Registered Office and its Corporate Office. Also, the Scrutinizer's Report shall be placed on the website of the Company at www.shrigangindustries.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed, i.e., BSE Limited.
- u) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the **EGM** scheduled to be held on 27th June 2022.
- v) Any person, who acquires shares of the Company and becomes a member after the dispatch of **EGM** Notice and holds shares as on the Cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with CDSL for e-voting, then his/her existing User Id can be used for casting vote.
- w) The Members can join the **EGM** 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 **EGM** 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 **EGM** 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 Extra Ordinary General Meeting (EGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**

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

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user

	will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

- i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on “Shareholders” tab.
- iii) Now enter your User ID;
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	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.
Dividend Bank Details OR Date of Birth (DOB)	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"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly

note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- xi) Click on the EVSN **M/s Shri Gang Industries and Allied Products Limited which is 220531012**.
- xii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xix) **Note for Non – Individual Shareholders and Custodians – For Remote E-Voting only.**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at **022- 23058738 and 022-23058542/43**.

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

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

- i. The procedure for attending meeting & e-Voting on the day of the EGM 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., 220531012 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 EGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before June 20, 2022 mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shrigangindustries.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance on or before June 20, 2022 mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shrigangindustries.com. These queries will be replied to by the company suitably by email
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- ix. Only those shareholders, who are present in the EGM 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 EGM.
- x. If any votes are cast by the shareholders through the e-voting available during the EGM 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. June 20, 2022. Members may cast their votes separately for each business to be transacted in the Extra Ordinary General Meeting and may also elect not to vote on any of the resolution(s).

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

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at secretarial@shrigangindustries.com or RTA at beetalrta@gmail.com marking CC to Company.
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) or alternatively please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at secretarial@shrigangindustries.com or RTA at beetalrta@gmail.com marking CC to Company.

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

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

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

**Date: 30.05.2022
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, Second Floor, Okhla Industrial Area,
Phase –II, New Delhi-110020

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Ordinary/Special Resolutions mentioned in the accompanying Notice:

Item No.: 1

Your Company is contemplating the preferential issue of Equity shares in order to meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, and in view thereof, the Company needs to have enough unissued Authorized Share Capital, so that the requisite number of fresh equity shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized share Capital of the Company is Rs. 8,50,00,000/- (Rupees Eight Crore and Fifty Lakh only) divided into 85,00,000 (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.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 by creation of additional 1,00,00,000 (One Crore) 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.

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. 1 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. 1 of this Notice.

Item No.: 2

The Special Resolution contained in Item No. 2 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up-to 58,50,000 Equity Shares of face value of Rs. 10/- each to persons belonging to Non-Promoter Category and up-to 41,50,000 Equity Shares of face value of Rs. 10/- each to persons belonging to Promoter & Promoter Group Category, at an issue price of Rs. 10/- (Rupees Ten Only) per Equity Share, in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, to raise an aggregate amount of Rs.10,00,00,000/- (Rupees Ten Crore Only).

The said proposal has been considered and approved by the Board in their meeting held on Monday, May 30, 2022.

The approval of the members is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and

Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Issue

The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company including but not limited to funding business growth, capital expenditure, expansion, repayment of loans and for other general corporate purposes.

II. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of up to 58,50,000 Equity Shares of face value of Rs. 10/- each to persons belonging to Non-Promoter Category and up-to 41,50,000 Equity Shares of face value of Rs. 10/- each to persons belonging to Promoter & Promoter Group Category, at an issue price of Rs. 10/- per Equity Share, in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, to raise an aggregate amount of Rs. 10,00,00,000/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

Sr. No	Name of Proposed allottee	Category	No. of Equity Shares to be issued
1.	Ms. Anita Gupta	Promoter & Promoter Group & Non-Executive Director	5,50,000
2.	Mr. Suraj Prakash Gupta	Promoter & Promoter Group	36,00,000

Except aforesaid, none of the promoters, directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding*	
	No. of Shares	%age		No. of Shares	%age
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	24,88,305	31.38	41,50,000	66,38,305	37.02
(b) Bodies Corporate	95,000	1.20	0	95,000	0.53
Sub Total (A)(1)	25,83,305	32.58	41,50,000	67,33,305	37.55
(2) Foreign promoters	0	0.00	0	0	0.00
Total Promoter shareholding A=A1 +A2	25,83,305	32.58	41,50,000	67,33,305	37.55
(B) Public Shareholding					

B1) Institutional Investors	1,69,600	2.14	0	1,69,600	0.95
B2) Central Govt./Stat Govt./POI	9,700	0.12	0	9,700	0.05
B3) Non-Institutional Investors					
Individuals	34,69,917	43.76	11,87,500	46,57,417	25.97
Body Corporate	16,97,478	21.40	46,62,500	63,59,978	35.48
Others (Including NRI)	0	0.00	0	0	0.00
Total Public Shareholding B=B1+B2+B3	53,46,695	67.42	58,50,000	1,11,96,695	62.45
C) Non Promoter - Non Public	0	0.00	0	0	0.00
Grand Total (A+B+C)	79,30,000	100.00	1,00,00,000	1,79,30,000	100.00

Notes:

(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. May 27, 2022.

(2) Post shareholding structure may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s):

S. N.	Names of the proposed allottee(s)	Names of ultimate beneficial owners of proposed allottee(s)
1.	Ms. Anita Gupta	Not Applicable, as the allottee is a natural person.
2.	Mr. Suraj Prakash Gupta	Not Applicable, as the allottee is a natural person.
3.	Ms. Asha Mittal	Not Applicable, as the allottee is a natural person.
4.	Ms. Shalini Jain	Not Applicable, as the allottee is a natural person.
5.	M/s. Agarni Leasing & Finance Private Limited	Mr. Som Arora
6.	M/s. Som Credinvest Private Limited	Mr. Praveen Kumar Arora
7.	M/s. Hallow Securities Private Limited	Mr. Prakash Kumar Jha
8.	Illingworth Advisors LLP	Mr. Maneesh Mansingka

VII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Name	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding	
	No. of Shares	%		No. of Shares	%
Ms. Anita Gupta	5,86,780	7.40	5,50,000	11,36,780	6.34

Mr. Suraj Prakash Gupta	7,23,065	9.12	36,00,000	43,23,065	24.11
Ms. Asha Mittal	5,94,750	7.50	7,50,000	13,44,750	7.50
Ms. Shalini Jain	0	0.00	4,37,500	4,37,500	2.44
M/s. Agarni Leasing & Finance Private Limited	0	0.00	15,50,000	15,50,000	8.64
M/s. Som Credinvest Private Limited	0	0.00	15,50,000	15,50,000	8.64
M/s. Hallow Securities Private Limited	0	0.00	11,81,000	11,81,000	6.59
Illingworth Advisors LLP	0	0.00	3,81,500	3,81,500	2.13

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

IX. The current and proposed status of the proposed allottees post the preferential issue namely:

Name	Current Status	Post Status
Ms. Anita Gupta	Promoter & Promoter group	Promoter & Promoter group
Mr. Suraj Prakash Gupta	Promoter & Promoter group	Promoter & Promoter group
Ms. Asha Mittal	Non-Promoter	Non-Promoter
Ms. Shalini Jain	Non-Promoter	Non-Promoter
M/s. Agarni Leasing & Finance Private Limited	Non-Promoter	Non-Promoter
M/s. Som Credinvest Private Limited	Non-Promoter	Non-Promoter
M/s. Hallow Securities Private Limited	Non-Promoter	Non-Promoter
Illingworth Advisors LLP	Non-Promoter	Non-Promoter

X. Practicing Company Secretary Certificate:

The certificate from Mr. Ankit Tiwari, (ACS: 64026, COP: 24431), Practicing Company Secretary dated May 30, 2022, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate will be available at the website of the Company, till the date of the EGM, at www.shrigangindustries.com.

XI. Lock-in Period:

- i. The Equity Shares to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Friday, May 27, 2022 for the purpose of computation of issue price of Equity Shares.

The Equity Shares of the Company are listed on BSE Limited ('BSE') and are in-frequently traded as per the provisions of SEBI ICDR Regulations as on the Relevant Date. Thus, the price has been determined in compliance with Regulation 165 of SEBI ICDR Regulations for Preferential Issue taking into account valuation parameters including book value, comparable trading multiples and such other valuation parameters as are customary for valuation of shares. A certificate from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106), the Independent Valuer confirming the minimum price for Preferential Issue as prescribed under Chapter V of SEBI ICDR Regulations along with calculation thereof dated May 30, 2022 has been obtained.

Further, in compliance with Regulation 166A of the ICDR Regulations, since the preferential allotment to be made to Mr. Suraj Prakash Gupta along with Ms. Anita Gupta, M/s. Agarni Leasing & Finance Private Limited, M/s. Som Credinvest Private Limited and M/s. Hallow Securities Private Limited, respectively, is more than five per cent of the post issue fully diluted share capital of the Company, the Company has obtained Valuation Report from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106), as mentioned above.

The said certificate along with Report of Registered Valuer is available on the website of the Company at www.shrigangindustries.com.

The Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis

The issue price of the Equity Shares to be allotted on preferential basis is Rs. 10/- (Rupees Ten only) each to the proposed allottees, which is higher than the price as computed above.

XIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except for Ms. Anita Gupta and Mr. Suraj Prakash Gupta, being the relative of Ms. Anita Gupta,, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in item no. 2 of this notice for the issue of Equity Shares, on a preferential basis, to the persons belonging to the promoter and non-promoter category by way of 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.

Item No.: 3

The existing Articles of Association (“AOA”) were based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

The existing regulations of the Articles of Association are proposed to be replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of the First Schedule in the Companies Act, 2013. The modification in Articles of Association is being carried out to give effect to provisions of the Companies Act, 2013.

While some of the Articles of the existing Articles of Association of the company require alteration or deletions, material changes that are proposed in the new Articles of Association are given below for ease of reference of shareholders:

S. No.	Particulars as per draft AOA	Summary of changes
1.	Definitions	Definitions are appropriately amended to align with the provisions of the Companies Act, 2013
2.	General Meetings	Proceeding with respect to the AGM regarding length of the Notice calling the general meeting, requirement of the whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be truncated at the general meeting matter including adjournment, poll etc. are amended in line with provisions of the Companies Act, 2013
3.	Voting rights	To include Voting right through electronic means.
4.	Proxy	Restrictions on Proxy incorporate to align with the provisions of the Companies Act, 2013
5.	Appointment of Directors	Provisions with respect to the appointment of director and procedure thereof is amended to align with the provisions of companies Act, 2013
6.	Retirement and Rotation of Directors	Provisions with respect to the retirement and rotation of Directors are amended to align with the provisions of companies Act, 2013
7.	Proceeding of Board of Directors and their Committees	Proceeding with respect to the Meeting of Board of Directors and their Committees, quorum for the meeting, notice calling the meeting etc. are amended in line with provisions of the

		Companies Act, 2013
8.	Power of Board	Specific power of Board to activities as per the provisions of the Companies Act, 2013
9.	Capitalization	Provisions regarding application of funds from reserve accounts when amounts in reserve account are to be capitalized are amended to

Certain provisions of existing AOA have been simplified by providing reference to the applicable sections of the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition.

A copy of altered Article of Association of the Company is available for inspection by the members at the website of the company. As per provisions of Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, alteration of Article of Association requires approval of Shareholders by means of passing Special Resolution. Therefore, consent of the shareholders is required for the Resolutions as set out in item no. 3 of this notice.

Therefore, the Board of Directors recommends the proposed Special Resolution set out at Item No. 3 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the Notice calling EGM.

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

Date: 30.05.2022

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, Second Floor, Okhla Industrial Area,
Phase -II, New Delhi-110020