



GANGA FORGING LIMITED

[CIN: L28910GJ1988PLC011694]

Registered Office: Plot No. 1, Survey No. 298/30, Rajkot-Gondal National Highway, Shapar (Veraval), Tal: Kotdasangani, Dis: Rajkot 360 024, Gujarat

Corporate Office: Survey No. 55/1 P6/P1/P1, Near Shree Stamping, Village: Sadak Pipaliya, Tal: Gondal, Dis: Rajkot 360311, Gujarat, India

Email: gangaforging@yahoo.co.in, info@gangaforging.com

URL: www.gangaforging.com

Phone: 02827 - 252077 **Fax:** 02827 - 252208

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

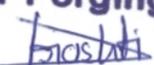
NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification (s) or re-enactment thereof, for the time being in force) and also read with the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs in relation to "Clarification on passing of Special and Ordinary Resolution by the company on account of the threat posed by COVID-19", that the resolutions appended below to be passed by the members of the Ganga Forging Limited ("the Company") through remote e-voting.

Further, pursuant to compliance of Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is pleased to provide e-voting facility to its members for exercising their voting rights through remote e-voting platform provided by the Link Intime India Private Limited (hereinafter referred to as LIIP). The remote e-voting period commences from 9.00 a.m. on Wednesday, 07th April, 2021 and endPs at 5.00 p.m. Thursday, 06th May, 2021.

The Board of Directors of your company at its meeting held on Friday, 02nd April, 2021 has appointed CS (Ms.) Purvi Dave, Partner of *MJP Associates*, Practising Company Secretaries, Rajkot as the scrutinizer to conduct the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

An explanatory statement pursuant to the provisions of Section 102 of the Act, pertaining to the resolution setting out the material facts and reason thereof is given in this notice.

Ganga Forging Limited


CS Drashti Vaghasiya
Company Secretary and Compliance Officer
[M. No. A58976]



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In view of the current pandemic situation faced due to COVID-19 and in compliance of Circulars issued by the Ministry of Corporate Affairs for clarification on passing of Special and Ordinary Resolutions by the company, Notice of Postal Ballot is being sent through email only to those shareholders who have registered their email id with the company/Depository Participants and whose name appears in the register of members of the company or register of beneficial owners as maintained by the depository as on **Friday, 02nd April, 2021** ('Cut-off date'). Further, for those members who have not registered their email address with the company or depository participants are requested to register their email address with the Company or their Depository Participant. The said Notice is also available on the website of the company www.gangaforging.com

The voting results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.gangaforging.com and also on the website of stock exchange www.nseindia.com.

The resolution, if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. **Thursday, 06th May, 2021**

Ganga Forging Limited

Drashti

CS Drashti Vaghasiya
Company Secretary and Compliance Officer

[M.No. A58976]



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RESOLUTIONS:

1. To shift Registered Office of the company outside the local limits of the City (to the new factory unit of the company)

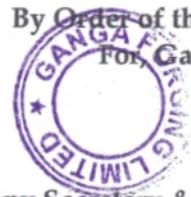
To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12(4) & (5) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time or any other law for the time being in force (including any statutory modifications or re-enactment thereof), the registered office of the company, be and is hereby shifted FROM Plot No. 1, SRN 298 & 30, Rajkot Gondal National Highway, Veraval (Shapar), Rajkot 360024, Gujarat, India TO Sr No. 55/1P6/P1/P1, Nr Shree Stamping, At Road Pipaliya, Tal: Gondal, Road Pipaliya, Pin Code: 360 311, Gujarat, India (Outside the local limits of the city)”

“RESOLVED FURTHER THAT the old address of the company be substituted by the new address in all the documents, papers, hoardings, sign boards, letter heads etc. of the company.”

“RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all things, deeds, acts as may be required in this connection.”

By Order of the Board of Directors
For, Ganga Forging Limited



Drashti Vaghasiya

Drashti Vaghasiya

Company Secretary & Compliance Officer

[Membership No. A58976]

02nd April, 2021



GANGA FORGING LIMITED

[CIN: L28910GJ1988PLC011694]

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2. To Sell or dispose off existing land or part of plots of land of the Company

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

“RESOLVED THAT pursuant to provisions of Section 179 and 180 (1) (a) of the Companies Act, 2013 and any other applicable provisions of the Act, read with Companies (Meeting of Board and its Powers) Rules, 2014, and also subject to applicable Regulation of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and provisions as contained in the Memorandum and Article of Association of the company, consent of the members be and is hereby accorded to the Board of Directors of the company to sell or dispose of existing land or part of plots of land of the company situated at Survey No. 30-1 & 298/P, Plot No. 1 (divided into total 20 Sub Plot), Rajkot Gondal National Highway, Veraval (Shapar), Rajkot 360024, Gujarat, India at such value and on such terms and conditions as may be decided by Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors
For, Ganga Forging Limited



Drashti Vaghasiya

Drashti Vaghasiya
Company Secretary & Compliance Officer
[Membership No. A58976]

02nd April, 2021



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3. Migration of the Equity Shares of company from SME platform of the National Stock Exchange of India Limited i.e NSE Emerge to Main Board of the National Stock Exchange of India Limited

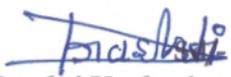
To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and in compliance of Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Securities and Exchange Board of India and Stock Exchange, including any statutory modifications or re-enactment thereof for the time being in force and subject to approval of the National Stock Exchange of India Limited ("NSE"), consent of the members of the company be and is hereby accorded to Board of Director to apply for migration of the Equity Shares of the company from SME Platform of the National Stock Exchange of India i.e NSE Emerge to the Main Board of the National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any authorities or any other concerned intermediaries including but not limited to the National Stock Exchange of India Limited, the Securities and Exchange Board of India and Registrar of Companies to apply, submit, modify or rectify the documents on behalf of the company for the purpose of migration and to do all things, deeds and acts as may be necessary to give effect to this resolution."

By Order of the Board of Directors
For, Ganga Forging Limited




Drashti Vaghasiya

Company Secretary & Compliance Officer

[Membership No. A58976]

02nd April, 2021



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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts and reasons for the proposed resolution is annexed hereto.
2. In view of the prevailing situation of COVID 19 pandemic, owing to the difficulties involved in dispatching of physical copy of the Postal Ballot Notice, soft copy of Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with company/depository.
3. Postal Ballot Notice is also available on the website of the company www.gangaforging.com.
4. The person whose name is registered in the register of members or register of beneficial owner as maintained by the depositories, as on Friday, 02nd April, 2021 [Cut-off date for receiving the Postal Ballot Notice] shall be entitled for receiving the notice of Postal Ballot through their registered email-id.
5. The Person whose name is registered in the register of members or register of beneficial owner as maintained by the depositories, as on Friday, 02nd April, 2021 [Cut-off date for e-voting] shall be entitled to accord their assent or dissent through remote e-voting facility.
6. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company during normal business hours on all working days (i.e. except Wednesday and public holidays) up to the last date for receiving the assent or dissent of the Members.
7. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of assent or dissent from the shareholders i.e. **Thursday, 06th May, 2021**
8. Resolution passed by the Members through postal ballot is deemed to have been passed at a general meeting of the members.
9. Any query/grievances relating to the postal ballot process may be addressed to CS Drashti Vaghasiya, Company Secretary and Compliance Officer of the company through email at cs@gangaforging.com
10. Event Number of the Company for e-Voting on Insta-Vote is:

Event No.	210065
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Drashti
CS Drashti Vaghasiya
Company Secretary and Compliance Officer
[M. NO. A58976]



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11. The instructions for remote e-voting are as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
- Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above
- Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

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Drashti

CS Drashti Vaghasiya
Company Secretary and Compliance Officer

[M. No. A58976]



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► Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

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[M. No. A58976]



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- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **Insta Vote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

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CS Drashti Vaghasiya
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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1: To shift Registered Office of the company outside the local limits of the City (to the new factory unit of the company)

Members are already aware that registered office of the company is situated at Plot No. 1, SRN 298 & 30, Rajkot Gondal National Highway, Veraval (Shapar), Rajkot 360024, Gujarat at present. Members already know that the Company had come with its Initial Public Offer (IPO) in year 2018, for objective of inter-alia, expansion in second unit. The Second unit had already started its operations. Further, the new unit has large administrative complex and hence, it is advisable to shift all company has two working units, one is at the registered office of the company and another situated at Sr. No. 55/1P6/P1/P1, Near Shree Stamping, At-Road Pipalia, Tal: Gondal. Now, for administration conveniences and better infrastructure, it is proposed to shift the registered office of the company at second unit of the company situated at Sr. No. 55/1P6/P1/P1, Near Shree Stamping, At-Road Pipalia, Tal: Gondal, Pin Code No. 360 311. (Outside the local limit of the city).

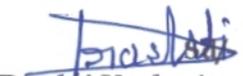
As per provisions of the Section 12 of the Companies Act, 2013 prior approval of members by passing of special resolution is required for shifting of Registered Office of the company outside the local limit of the city. Therefore, this resolution is forwarded to you for your approval and you are requested to pass the Resolution as a Special Resolution

None of the Directors or Key Managerial Personnel of the Company is interested in the said Resolution.

Any Document referred to in aforesaid resolution at Item No. 1 is available for inspection for any member between 10:00 am and 05:00 pm during any working day (i.e. except Wednesday and public holidays).

By Order of the Board of Directors
For, Ganga Forging Limited




Drashti Vaghasiya

Company Secretary & Compliance Officer

[Membership No. A58976]

02nd April, 2021



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Item No. 2: To Sell or dispose off existing land or part of plots of land of the Company

Members are aware that Company was incorporated in the year 1988 as a Private Limited Company and started its business activities at its Registered office situated at Plot No. 1, SRN 298 & 30, Rajkot Gondal National Highway, Veraval (Shapar), Rajkot 360024, Gujarat. Further, due to expansion of business, company has started new manufacturing unit at Sr. No. 55/1P6/P1/P1, Near Shree Stamping, At-Road Pipalia, Tal: Gondal, Pin Code No. 360 311. Board of Directors of the company at its meeting held on 02nd April, 2021, has subject to approval of Members of the Company by passing of Special Resolution, approved to shift the Registered Office of the Company at new manufacturing unit. Therefore, it is proposed to sell the industrial plot (divided into twenty sub plots) of the company situated at Plot No. 1, SRN 298 & 30, Rajkot Gondal National Highway, Veraval (Shapar), Rajkot 360024, Gujarat.

However, as per provisions of Section 180(1)(a) of the Companies Act, 2013, prior approval of the members of the company is required, if company wants to sell, lease or dispose of the whole or substantial part of the undertaking. Therefore, this resolution has been forwarded to you for your approval for sell of property situated at Survey No. 30-1 & 298/P, Plot No. 1 (divided into total 20 Sub Plot), Rajkot Gondal National Highway, Veraval (Shapar), Rajkot 360024, Gujarat.

Members are requested to pass the resolution as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company is interested in the said Resolution.

Any Document referred to in aforesaid resolution at Item No. 1 is available for inspection for any member between 10:00 am and 05:00 pm during any working day (i.e. except Wednesday and public holidays).

By Order of the Board of Directors

For Ganga Forging Limited



[Signature]

Drashti Vaghasiya

Company Secretary & Compliance Officer

[Membership No. A58976]

02nd April, 2021



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Item No.3: Migration of the Equity Shares of company from SME platform of the National Stock Exchange of India Limited i.e NSE Emerge to Main Board of the National Stock Exchange of India Limited

The equity shares of the company have been listed and actively traded on Emerge Platform of the National Stock Exchange of India Limited, w.e.f 11th July, 2018 (i.e for more than 2 years). As per the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), the company, whose equity shares are listed on SME Exchange for more than 2 years and having the paid up share capital of more than ten crores but up to 25 crores is eligible to migrate its equity shares from SME platform to the main board. Further, the paid up share capital of the company is Rs. 10,59,64,410 /- (Rupees Ten Crore Fifty-Nine Lacs Sixty-Four Thousand Four Hundred and Ten Only), which is more than 10 Crore rupees.

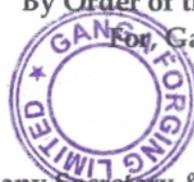
It is beneficial to migrate the equity shares of the company from SME Exchange to the main board of the stock exchange, from the perspective of the company in terms of market capitalization and also enhance the recognition of the company and also from the perspective of the investors in terms of liquidity. It also works for increase in participation of retail investors.

Therefore, as per SEBI vide circular No. CIR/MRD/DSA/17/2010 dated 18th May, 2010 and as per migration policy of the NSE intimated vide circular No. NSE/SME/47077 Ref No. 1/2021 dated 21st January, 2021, circular No. NSE/SME/37551 Ref No. 1/2018 dated 18th April, 2018 and circular No. NSE/SME/26110 Ref No. 1/2014 dated 10th March, 2014, requires prior approval of members by way Special Resolution through postal ballot.

Further note that as per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, this resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

None of the Directors or Key Managerial Personnel (including relative of directors or key managerial personnel) of the company are interested or concerned in this proposed resolution except to the extent of their shareholding in the company.

By Order of the Board of Directors
For, Ganga Forging Limited



Drashti Vaghasiya
Drashti Vaghasiya

Company Secretary & Compliance Officer

[Membership No. A58976]

02nd April, 2021