

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Members of the Ganga Forging Limited will be held on **Saturday**, **30th September**, **2023** at **11:00 a.m.** at the Registered Office of the Company situated at **Sr. No. 55/1 P/6 P/1 P/1, Near Shree Stamping**, **At: Sadak Pipaliya**, **Ta: Gondal**, **Dist: Rajkot 360 311 (Gujarat)**, India to transact the following businesses:

Ordinary Business:

- 1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023 and reports of Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mrs. Sheetal Chaniara, Wholetime Director [DIN: 07528297], who retires by rotation in terms of Section 152(6) of the Companies Act, 2023 and being eligible, offers herself for re-appointment.

Special Business:

3. Alteration of Clause III [A] (1) i.e. Main Object Clause of Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to provisions of Section-13 cand other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder, including any statutory modifications or re-enactment thereof, and in accordance with the Memorandum of Association of the Company, Clause III [A] (1) i.e. Main Object Clause of Memorandum of Association, be and is hereby altered and new object clause shall be substituted as below:

"To carry on the business of manufacturer, importers, exporters, dealers, merchants, and commission agents in all kind of forgings and Casting, Processing, Machining and Treatment of Forging and Casting and related activities thereon, required for Engineering and Automotive Goods, articles, parts, spares and Accessories"

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all things, deeds, acts as may be necessary to give effect to this Resolution."

4. Omnibus approval of Related Party Transactions with Prem Trading Co.

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

"RESOLVED THAT pursuant to provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 ("the Act"), if any and the rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended ("Listing regulations") (including any statutory modifications or re-enactment thereof, for the time being in force) read with the Company's Related Party Transactions Policy and pursuant to recommendation of the Audit Committee of the company, approval of the members be and is hereby accorded for the company to carry on and/or enter into a series of transactions/Contracts/Arrangements/Agreements with Prem Trading Co., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the purchase and sale of Raw Material and goods on such terms and conditions as the Board may deem fit, for a value and for the period as given in below mentioned table, provided that such transactions shall be carried out at arm's length price and in the ordinary course of business."

Sr.	Period of Transactions	Value of Transactions
No.		
1.	For remaining F.Y. 2023-24 (i.e. From 01st	Not exceeding Rs. 10
	October, 2023 to 31st March, 2023)	Cr.
2.	F.Y. 2024-25 (i.e. Form 01st April, 2024 to 31st	Not exceeding Rs. 20
	March, 2025)	Cr.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions of the transactions to be entered into with the related party."

Date: 01/09/2023 Place: Sadak Pipaliya By Order of the Board of Directors For, GANGA FORGING LIMITED

Sd/-(CS Drashti Vaghasiya) Company Secretary & Compliance Officer [Membership No. A58976]

NOTES:

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
- 2. A person can act as a proxy on behalf of members not exceeding fifty [50] in numbers and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
- 3. If a proxy is appointed for more than fifty Members, he/she shall choose any fifty Members and confirm the same to the company before the commencement of specified period of inspection. In case the proxy fails to do so, the company shall consider only the first fifty proxies received as valid.
- 4. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
- 5. The Corporate/ Institutional Members (i.e. Other than individual/HUF/NRI etc.) intending to send their authorized representative(s) to attend the meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the relevant Board Resolution / Power of Attorney / Authority Letter etc. authorizing its representative to attend and vote at the meeting on their behalf. The said resolution/authorization shall be sent to the scrutinizer through email at <u>dave.purvig@gmail.com</u> with a copy marked to <u>cs@gangaforging.com</u>
- 6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses as set out in the Notice is annexed herewith.
- 7. In Compliance of Ministry of Corporate Affairs ("MCA") circulars issued since May, 2020 including the general circular No. 10/2022 issued on 28th December, 2022 read with SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued on 05th January, 2023, Notice of the AGM along with the Annual Report for the F.Y. 2022-23 is being sent only through electronic mode to those members whose email address are registered with the Company/Link Intime India Private Limited (RTA)/National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL"). Further for those members who are entitled to receive the copy of Annual Report but whose email address is not registered, may note that Notice of AGM along with copy of annual report for the financial year 2022-23 will also be available on the website of the company at https://www.gangaforging.com/InvestorsRelation/AnnualReports and also on the website of the Stock exchange at www.nseindia.com for download.

- 8. In compliance of Section 108 of the Companies, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, your company is pleased to provide remote e-Voting facility to its members for the business as may be transacted at the Annual General Meeting of the Company.
- 9. The members who have cast their votes by remote e-voting prior to the day of AGM may attend the meeting but shall not be entitled to cast their vote again at the venue of the AGM.
- 10. E-voting platform for remote e-voting shall be provided by the Link Intime India Private Limited (Instavote), Registrar and Share Transfer Agent of the Company. The detailed instructions for remote e-voting as per the SEBI Circular dated 09th December, 2020 are annexed to this notice.
- 11. The remote e-voting period shall commence at 09:00 AM on Wednesday, 27th September, 2023 and will end at 05:00 PM on Friday, 29th September, 2023. During this period, the members of the company holding shares as on the cutoff date i.e Saturday, 23rd September, 2023 may cast their vote electronically through remote e-voting or at the venue of the AGM. E-voting module shall be disabled by the Link Intime after 05:00 PM on Friday, 29th September, 2023.
- 12. Member's voting rights shall be in proportion to his/her share of paid up share capital of the company. In case of Joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.
- 13. Brief Profile of the director retiring by rotation and being eligible offer herself for reappointment at the ensuing meeting is provided in the "Annexure" to the notice.
- 14. The register of Directors and Key Managerial Personnel (KMP) and their shareholding and register of Contracts and Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively will be available for inspection by the Members at the Annual General Meeting.
- 15. The person whose name is registered in the register of members of the Company or in the register of beneficial owners as maintained by the depositories as on Friday, <u>01st</u> <u>September, 2023</u> [Cut-off date for receiving Notice and Annual Report], shall be entitled for receiving of the Notice of Annual General Meeting along with Annual Report for the F.Y. 2022-23, through their registered Email-id.
- 16. The persons whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners as maintained by the Depositories as on Saturday, 23rd September, 2023 (i.e., cut-off date) only shall be entitled to vote through remote e-voting or at the venue of AGM.

- 17. Members desirous of getting any information about the Financial Statements and/ or Operations of the Company or any questions at the Annual General Meeting are requested to write to the Company through email at <u>cs@gangaforging.com</u> at least 7 days before the Annual General Meeting to enable us to keep the information ready at the Meeting.
- 18. The company has appointed CS Purvi Dave, Partner, MJP Associates, Practising Company Secretaries, Rajkot to act as a scrutinizer, to scrutinize the voting through remote e-voting and voting through poll at the venue of the Annual General Meeting of the Company in a fair and transparent manner.
- 19. The voting results shall be declared within two working days after the conclusion of Annual General Meeting of the Company. The results declared by the Chairman along with the Scrutinizer's Report shall be communicated to the Stock Exchange and also be placed on the Website of the Company <u>https://www.gangaforging.com/InvestorsRelation/Announcement</u> and also on the website of Stock Exchange.
- 20. 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 date of the meeting. The aforesaid documents will be also available for inspection by members at the meeting.
- 21. Members holding shares in the electronic mode are requested:
- 1. to submit their PAN and bank account details to their respective DPs with whom they are maintaining their Demat accounts.
- 2. to contact their respective DPs for registering the nomination.
- 3. to register/update their e-mail address with their respective DPs for receiving all future communications from the company electronically.
- 22. Event No. of the company for e-Voting in Insta-vote is:

Event No. 230550

23. Instructions for E-voting:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Shareholders are advised to update their mobile number and email Id in their demat account to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	 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 "Beneficia 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 evoting services. Click on "Access to e-Voting" under evoting 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.
	 If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Selec "Register Online for IDeAS "Portal or click a https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.js p
	 Visit the e-Voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com/ either on a Persona 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 member 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

Individual Shareholders holding securities in demat mode with CDSL	 Existing user of who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/Easi
	 Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP where the E Voting is in progress.
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. Once 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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME. 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

► Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- **A.** User 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 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).

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

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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL 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. <u>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:</u>

- 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.

• 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- 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".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
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
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 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote 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.

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

Item No. 3:

Members are already aware that the Company was incorporated with an object to carry on the business of manufacturer, importers, exporters, dealers, merchants, and commission agents in all kind of forgings required for Engineering and Automotive Goods, articles, parts, spares and Accessories. Now, looking to the wider scope, the Board is proposing to expand the business activities by addition of processing, machining and treatment of forging and casting and related activities thereon. Therefore, it is proposed to add these activities in the Main Object Clause. Members are aware that, any alterations/amendments in Object Clause of the Memorandum of Association require prior approval of Members by passing a Special Resolution in General Meeting of the company.

Hence, the aforesaid resolution is being forwarded for approval and members are requested to pass the said resolution as a Special Resolution, for alteration of Memorandum by adding object in Clause III [A] (1) of the Memorandum of Association of the company.

None of the Directors or Key managerial personnel or relatives are interested in the aforesaid Resolution except to the extent of their shareholding in the company.

Any documents referred to in the aforesaid Resolution at Item No 3 are available for inspection for any member between 10:00 am to 6:00 pm during any working day except Wednesday.

Item No. 4:

Prem Trading Co. ("Related Party") is Proprietorship Firm of Mr. Rakesh Patel, Managing Director of the Company, hence it is related party for Ganga Forging Limited ("The Company") within the meaning of Section 2 (76) of the Companies Act, 2013 and as per Regulation 2(1)(zb) of the Listing Regulations. Further, Prem Trading Co. is also doing same line of business of the Company. Therefore, transaction of sales and purchase between the company and related party is repetitive in the ordinary course of business and at arm's length price. Further, Members may note that in terms of the provisions of Section 188 of the Act read with rules made thereunder and pursuant to provisions of the Listing Regulations, it is necessary to obtain prior approval of the members for the related party transactions which exceeds the limit as may be specified in the Section and Rules framed under the Act. As per the provisions of the Section 188 of the Act, approval of members is not necessary for transactions which is in the ordinary course of business and at arm's length price. As stated earlier, it is further clarified that said transactions are in ordinary course of business & at arm's length prices. However, after considering the repetitiveness of transactions, as per the policy adopted by the company on related party transactions and as a part of good corporate

governance practice, it is advisable to take approval of members for better transparency of transactions with the related party.

Brief particul	ars of transa	ction to be	entered into	with related	party is as given below:	
		53.6				

Sr. No.	Description	Details
1.	Type, Material Terms and particulars of the proposed transactions	The company and Prem Trading Co. enter into the transactions of Purchase of raw Materials, Sale of Scrap, Finished Goods and other jobwork related services etc. up to an aggregate amount of Rs. 10 Cr. And Rs. 15 Cr. For the F.Y. 2023-24 (i.e. for the period from 01 st October, 2023 to 31 st March, 2024) and 2024-25 respectively.
2.	Name of Related Party and its relationship with the Company	Prem Trading Co. is Proprietorship Firm of Mr. Rakesh Patel, Promoter and Managing Director of the company.
3.	Name of the director or key managerial personnel who is related, if any	Mr. Rakesh Patel, Managing Director [DIN: 00510990]
4.	Tenure of the proposed transactions	 From 01st October, 2023 to 31st March, 2024 (for the item No. 4) 01st April, 2024 to 31st March, 2025 (for the item No. 5)
5.	Value of the proposed transactions	 Aggregate amount of Rs. 10 Cr. for the F.Y. 2023-24 Aggregate amount of Rs. 20 Cr. for the F.Y. 2024-25
6.	Any advance paid or received for the contract or arrangement, if any	As per terms and conditions decided by the Board of Directors in the ordinary course of business.
7.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	29.93 %
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	Not Applicable

9.	Justification as to why the RPT is in the	These transactions are in the business
	interest of the Company	interest of the Company due to assurance
		of quality control and consistency, utilising
		the expertise within the group for
		manufacturing, sourcing, etc. Other
		transactions viz. sale of scrap,
		reimbursement of expenses (receivable or
		payable) are also linked to or relevant for
1		ensuring smooth supply of raw materials
	6	and sale of Scrap, Finished goods etc. to the
		Company.
10.	Valuation or other external report, if	Not Applicable
	any, relied upon by the Company in	
	relation to the proposed transactions	

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item no. 4 and 5 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or Relatives of Directors is interested or concerned in this resolution except Mr. Rakesh Patel, Managing Director [DIN: 00510990], Mrs. Parulben Patel, whole time Director [DIN: 07528313], Mr. Manishkumar Patel and Mrs. Shitalben Nar relatives of the KMP, are interested in the said resolution.

Any documents referred to in the aforesaid Resolution at Item No. 4 & 5 are available for inspection for any member between 10:00 am to 6:00 pm during any working day except Wednesday.

Date: 01/09/2023 Place: Sadak Pipaliya By Order of the Board of Directors For, GANGA FORGING LIMITED

Sd/-(CS Drashti Vaghasiya) Company Secretary & Compliance Officer [Membership No. A58976]

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY

Name of Director	Mrs. Sheetal Chaniara
DIN	07528297
Date of Birth	14/06/1974
Nationality	Indian
Expertise in Specific Functional areas and experience	Mrs. Sheetal Sanjivkumar Chaniara, aged 49 years, is a whole-time Director of the Company. She has completed he First B. Com examination from Saurashtra University. She was appointed as a Director of our Company on September 1, 2017. She possesses more than 11 years of work experience in various fields such as fashion designing. Presently, she is entrusted with office administration function of ou Company.
Terms and Conditions of Appointment/Re- appointment	Liable to retire by rotation and being eligible offer herself for Re-appointment in the ensuing general meeting.
Date of first appointment on the Board	01 st September, 2017
Directorship held in other companies	Nil
Shareholding in the Company	37,33,330 Equity Shares
Membership/Committee positions held in other companies	Nil