



**GANGA**  
FORGING LIMITED



**ANNUAL REPORT 2023-24**

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The Company ("Ganga Forging Limited") was incorporated in the year 1988. It had been started by qualified technocrats for manufacturing of forging and machined components as per customers' specifications for industrial use. Ganga Forging Limited is an ISO 9001:2015. In the year 2018 Equity Shares of the company got listed on the SME - Emerge Platform of the National Stock Exchange of India Limited and migrated on the main board (Capital Segment) of the Stock Exchange w.e.f 06<sup>th</sup> July, 2021. Ganga Forging is one of the leading steel forging manufacturers. We served all major industries such as Construction, Railways, Mechanical industries, Oil refineries, Mining industry, etc. We have a wealth of experience of more than three decades working as a forging parts manufacturer. We have the depth and the width of experience in the industry. The company also exports forged components in raw material, semi-finished or finished stage depending upon requirements of buyers. During the reporting year, your company has recorded total sales revenue of Rs. 36.74 Cr. Out of total revenue export revenue is Rs. 2.05 Cr.

At Ganga Forging Limited, we always strive hard for better growth of the company and thereby to create the wealth for all stakeholders of the company. Another area of priority for us is sustainability and integrity into business of the company. Our new growth engines also consider the Environmental, Social and Governance (ESG Model) responsibility of the company towards the society. We would like to assure that we will seek continuously for the opportunities and give best efforts to contribute towards the growth and success of the organization.

We believe that continued support and confidence of stakeholders towards the organisation will help the company to achieve its milestones and to reach at the next level of the growth and to become a global leader in the manufacturing of forging products in India.

### **Our Vision**

*"To become a leader in the forging industry by ensuring customer Satisfaction"*

### **Our Mission**

*"To get global recognition as a socially responsible corporate entity by ensuring good service and high business ethics. To provide our customers with a highly sophisticated product, with zero defects and on time delivery.*

*To evolve ourselves into quality conscious, customer oriented and fast expanding organization.*

*Our qualified team and dedicated associates at Ganga Forging Limited plays a decisive role in achieving this vision."*

### **Core Business Values:**

- Modern capability and human resources to deliver the best forging and machine components.
  - Assuring you of our best service and cooperation at all times.
  - Strong capability in design and engineering, including equipment and a full-fledge product testing facilities
  - Committing to highest quality products & other initiative that impact lives within and outside organization
  - Foster creativity that challenges constraints and drive progress
  - Build positive relationship through outstanding service with each interaction
  - Quality is an expression of our goal to offer reliable products and services
  - We listen to and respect our customers and each other so that we can act with insight, understanding and compassion
  - Consistently demonstrate an unselfish commitment to working with others to create a collaborative culture
  - We never compromise the safety of our employees and the public at large
  - We are accountable for our responsibilities, our decisions, our actions and the result
  - We strive to deliver the highest quality and value possible through simple, easy and relevant solutions
  - Create a positive and dynamic work environment that enable personal achievements, work life balance and business success
  - We inspire each other to explore ideas that can make the community & world a better place
- Looking forward to contribute globally a technological and sustainable solutions to the Automobile sector, Defence, Aerospace etc.



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS:**

**Mr. Hiralal Tilva**  
(Chairman and Managing Director)

**Mr. Rakesh Patel**  
(Managing Director)

**Mrs. Sheetal Chaniara**  
(Whole Time Director)

**Mrs. Parulben Patel**  
(Whole Time Director)

**Mr. Jasubhai Patel**  
(Independent and Non-Executive Director)

**Mr. Rameshbhai Dhingani**  
(Independent and Non-Executive Director)

**Mr. Sagar Govani**  
(Independent and Non-Executive Director)

**Mr. Nayankumar Virparia**  
(Independent and Non-Executive Director)

**Mr. Nishith Trivedi**  
(Independent and Non-Executive Director)

### **KEY MANAGERIAL PERSONNEL:**

**Mrs. Avni Dadhania**  
(Chief Financial Officer)

**Ms. Drashti Vaghasiya**  
(Company Secretary & Compliance Officer)

### **AUDIT COMMITTEE:**

### **NOMINATION AND REMUNERATION COMMITTEE:**

**Mr. Jasubhai Patel**  
(Chairman)

**Mr. Rameshbhai Dhingani**  
(Chairman)

**Mr. Rameshbhai Dhingani**  
(Member)

**Mr. Jasubhai Patel**  
(Member)

**Mr. Sagar Govani**  
(Member)

**Mr. Sagar Govani**  
(Member)

### **STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

**Mr. Jasubhai Patel**  
(Chairman)

**Mr. Rakesh Patel**  
(Member)

**Mr. Rameshbhai Dhingani**  
(Member)

**STATUTORY AUDITORS:**

**Nitesh A. Joshi & Co.,  
Chartered Accountants**

“Samruddhi”, Plot No. C-5-2,  
1/10, Indraprasth Nagar Main Road  
B/H. Hemu Gadhvi Hall, Rajkot 360002  
Tel No: 0281 2220596/2227216  
Email: caniteshjoshi@gmail.com

**REGISTRAR & SHARE TRANSFER  
AGENT:**

**Link Intime India Private Limited**

247 Park, C-101, LBS Marg,  
Vikhroli (West), Mumbai-400 083  
Phone: 022-49186270, Fax: 022-49186060  
Email: rnt.helpdesk@linktime.co.in  
Web: www.linkintime.co.in

**INVESTOR RELATION CONTACT  
DETAILS:**

**Investor Grievance Redressal Division**  
Sr No 55/1 P6/P1/P1, Near Shree  
Stamping, Rajkot Gondal National  
highway, Pipaliya, Tal: Gondal,  
Dist: Rajkot, Pin Code: 360311,  
Email: [cs@gangaforging.com](mailto:cs@gangaforging.com)

**REGISTERED OFFICE AND FACTORY  
ADDRESS:**

**Ganga Forging Limited**  
Survey No. 55/1 P6/P1/P1, Near Shree  
Stamping, Rajkot Gondal National  
highway, Pipaliya, Tal: Gondal,  
Dist: Rajkot, Pin Code: 360311,  
Gujarat, India

**WEBSITE:**

[www.gangaforging.com](http://www.gangaforging.com)

**SECRETARIAL AUDITORS:**

**CS Purvi Dave**  
**Partner, MJP Associates,**  
**Practicing Company Secretaries**  
110-112, Aalap B,  
Near Hotel Sarovar Portico,  
Opp. Shastri Maidan, Rajkot 360001  
Tel No: 0281 2461166/2461177  
Email: dave.purvig@gmail.com

**STOCK EXCHANGE:**

**National Stock Exchange of India Ltd**

Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051.  
Tel No: (022) 26598100 - 8114  
Fax No: (022) 26598120

**BANKERS OF THE COMPANY:**

**Axis Bank Limited**  
Kalawad Road Branch, Rajkot

**CONTACT US:**

**Phone:** +91 84600 00335

**E-mail:** [gangaforging@yahoo.co.in](mailto:gangaforging@yahoo.co.in)  
[cs@gangaforging.com](mailto:cs@gangaforging.com)  
[info@gangaforging.com](mailto:info@gangaforging.com)

## CHAIRMAN'S MESSAGE



*Dear shareholders,*

*It gives me immense pleasure to address you all and to discuss about performance of the Company for the F.y. 2023-24. First, I would like to thank each and everyone for your continues support and encourgagement .*

*Over the years, the company has grown and evolved, to provide diversified portfolio of products as per customer's specification. As the world is moving forward towards adoption of technology and sustainable solutions for a better future, the company plays an important role by contributing to the economy to the extent possible. Pursuing the vision of the company, our prime aim is to ensure customer satisfaction and thereby to be a global leader in the forging industry. We are also trying to accomplish our vision by maintaining a stringent quality of the components we deliver. Further, the Company has adopted ESG (Environment, Sustainable and Governance) as a growth model in its business operation.*

*Further, during the year 2024 the company has recorded revenue from operation of Rs. 36.74 Cr. as compared to Rs. 33 Cr. during the previous year. Further, promoting "Make in India" scheme of government, export sales of the company is also increasing year by year. During the reporting period your company has earned export revenue of Rs. 2.05 Cr. As compared to Rs. 1.52 Cr. during the previous fiscal.*

*Looking Forward, we seek continues support of each and every stakeholder to take Company at a remarkable point. Again, I thank all the shareholders for their faith in us in every situation.*

*Thanking you.*

*Hiralal Tilva  
Chairman & Managing Director  
[DIN:00022539]*

## Notice of the 36th Annual General Meeting

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of the Ganga Forging Limited will be held on **Monday, 30<sup>th</sup> September, 2024** 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 receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024 and the reports of Board of Directors and Auditors thereon.
2. To appoint Mrs. Parulben Rakeshbhai Patel, Wholetime Director [DIN: 07528313], who retires by rotation at this meeting as a director and being eligible, offers herself for re-appointment.
3. To appoint **M. N. Manvar & Co.** as statutory auditors of the Company for a term of five years and to fix their remuneration.

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

**“RESOLVE THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations made by the Audit Committee and Board of Directors of the Company, **M/s. M. N. Manvar & Co. Chartered Accountants [FRN: 106047W], Rajkot**, be and is hereby appointed as the statutory auditor of the company, in place of retiring auditors **Nitesh A. Joshi & Co.**, to hold office for a term of Five years i.e. from the conclusion of this Annual General Meeting till the conclusion of AGM to be held in the year 2029 (for the financial year 2028-29), at such remuneration as may be decided by the Board on recommendation of the Audit Committee and in consultation with the Statutory Auditor.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally and jointly authorized to do all such acts, deeds and things and take all such steps as may be necessary to give effect to this resolution.”

### Special Business:

4. To approve continuation of **Mr. Jasubhai Khimjibhai Patel [DIN: 01006449]** as a **Non-Executive Independent Director of the company after attaining the age of 75 years.**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as the SEBI LODR) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendments, modifications or re-enactment thereof for the time being in force), approval of the shareholders of the company be and is hereby given for continuation of directorship of **Mr. Jasubhai Khimjibhai Patel [DIN: 01006449]** as Non-Executive Independent Director of the company after attaining the age of 75 years till the expiry of his current term till 20<sup>th</sup> April, 2028.”



## Notice of the 36th Annual General Meeting

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally and jointly authorized to do all such acts, deeds and things and take all such steps as may be necessary to give effect to this resolution.”

### **5. Omnibus approval for 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 177 & 188 and other applicable provisions, if any, 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 to 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 and for job work on such terms and conditions as the Board may deem fit, for a value not exceeding Rs. 20 Cr. for the financial year 2025-26, provided that such transactions shall be carried out at arm’s length price and in the ordinary course of business.”

**“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.”

### **6. Approval of Related Party Transaction with Shri Hiralal Tilva, Chairman & Managing Director [DIN: 00022539] and also a Promoter of the Company**

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

**“RESOLVED THAT** pursuant to provisions of Section 177, 188 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“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 and also pursuant to the Special Resolution of members of the Company passed on 06th May, 2021 for sell or dispose off plots of the Company, approval of the members be and is hereby accorded to sell the industrial plots of the Company vide Sub Plot No. A/1/8 and A/1/9 situated at Survey No. 30-1 & 298/P, Plot No. 1, Sub Plot No. A/1/8 & A/1/9, National Highway 8-B, Shapar (Veraval), Taluka: Kotda Sangani, Dis: Rajkot, total area admeasuring to 302.39 Sq. M. and 375.44 Sq. M. respectively, to Shri Hiralal Tilva, Chairman and Managing Director [DIN: 00022539] and also a Promoter of the Company (hereinafter referred to as Related Party) on a consideration of approximately Rs. 18 Lacs and Rs. 20 Lacs respectively and on such terms and conditions as may be mutually agreed upon between the Company and the related party.”

## Notice of the 36th Annual General Meeting

“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.”

### 7. Approval of Related Party Transaction with Shri Manishkumar Chhaganbhai Nar, member of a promoter group of the Company:

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

“RESOLVED THAT pursuant to provisions of Section 177, 188 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“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 and also pursuant to the Special Resolution of members of the Company passed on 06th May, 2021 for sell or dispose off plots of the Company, approval of the members be and is hereby accorded to sell the industrial plot of the Company vide Sub Plot No. A/1/10 situated at Survey No. 30-1 & 298/P, Plot No. 1, Sub Plot No. A/1/10, National Highway 8-B, Shapar (Veraval), Taluka: Kotda Sangani, Dis: Rajkot, total area admeasuring to 453.82 Sq. M., to Shri Manishkumar Chhaganbhai Nar, member of a promoter group of the Company (hereinafter referred to as Related Party) on a consideration of approximately Rs. 25 Lacs and on such terms and conditions as may be mutually agreed upon between the Company and the related party.”

“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:** 30<sup>th</sup> August, 2024  
**Place:** Sadak Pipaliya

By Order of the Board of Directors  
For, GANGA FORGING LIMITED

Sd/-  
(Hiralal M. Tilva)  
Chairman and Managing Director  
[DIN: 00022539]

## Notice of the 36th Annual General Meeting

### NOTES:

1. In Compliance of Ministry of Corporate Affairs ("MCA") general circular No. 09/2023 issued on 25<sup>th</sup> September, 2023 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued on 07<sup>th</sup> October, 2023, Notice of the AGM along with the Annual Report for the F.Y. 2023-24 is being sent only through electronic mode to those members whose email address are registered with the Company/Link Intime India Private Limited (RTA) or Depositories.

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 2023-24 will also be available on the website of the company at <https://www.gangaforging.com>, on the website of the Stock exchange at [www.nseindia.com](http://www.nseindia.com) and also on the website of Registrar and Share Transfer Agent (RTA) at [www.linkintime.co.in](http://www.linkintime.co.in) for download.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the AGM, may send request to the Company's email address at [cs@gangaforging.com](mailto:cs@gangaforging.com) mentioning Folio No. / DP ID and Client ID and full postal address.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses as set out in the Notice and the details as required under Reg. 36(3) of the SEBI Listing Regulation is annexed herewith.
3. 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.
4. 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.
5. 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.
6. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
7. 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 [dave.purvig@gmail.com](mailto:dave.purvig@gmail.com) with a copy marked to [cs@gangaforging.com](mailto:cs@gangaforging.com)

## Notice of the 36th Annual General Meeting

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 09<sup>th</sup> December, 2020 are annexed to this notice.
11. The remote e-voting period shall commence at **09:00 AM on Friday, 27<sup>th</sup> September, 2024** and will end at **05:00 PM on Sunday, 29<sup>th</sup> September, 2024**. During this period, the members of the company holding shares as on the cutoff date i.e **Friday, 20<sup>th</sup> September, 2024** 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 Sunday, 29<sup>th</sup> September, 2024.
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. Statutory registers, Financial Statement and all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the venue of Annual General Meeting.
14. 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, 30<sup>th</sup> August, 2024** [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. 2023-24, through their registered Email-id.
15. 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 Friday, 20<sup>th</sup> September, 2024 (i.e., cut-off date) only shall be entitled to vote through remote e-voting or at the venue of AGM.
16. 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 [cs@gangaforging.com](mailto:cs@gangaforging.com) at least 7 days before the Annual General Meeting to enable us to keep the information ready at the Meeting.
17. 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.



## Notice of the 36th Annual General Meeting

18. 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 <https://www.gangaforging.com/InvestorsRelation/Announcement> and also on the website of Stock Exchange.
19. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 36<sup>th</sup> AGM and the Annual Report for the Financial Year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered by contacting their respective Depository Participants.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account etc. to their Depository Participants.
21. Event No. of the company for e-Voting in Insta-vote is:

|           |        |
|-----------|--------|
| Event No. | 240666 |
|-----------|--------|

### 22. **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.

#### • **Individual Shareholders holding securities in demat mode with NSDL:**

##### **METHOD 1 - If registered with NSDL IDeAS facility**

##### **Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

##### **User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.

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- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
  - b) Click on the "Login" tab available under 'Shareholder/Member' section.
  - c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
  - e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
- **Individual Shareholders holding securities in demat mode with CDSL:**

### **METHOD 1 - From Easi/Easiest**

#### **Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.

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- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
  - b) Go to e-voting tab.
  - c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
  - d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
  - e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
- **Individual Shareholders (holding securities in demat mode) & login through their depository participants**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

- **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide '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).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

### • Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 - Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).



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- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

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## VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- a) Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- b) Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

## Notice of the 36th Annual General Meeting

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- a) Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- b) Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 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 has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants 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”.

## Notice of the 36th Annual General Meeting

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

#### Item No. 3:

Members are already aware that **M/s. Nitesh A. Joshi & Co. Chartered Accountants [Firm Registration No. 127578W] Rajkot** had been appointed as statutory auditor of the company in the Annual General Meeting (AGM) of the company held on 24<sup>th</sup> September, 2019 to hold office from the conclusion of that AGM till the conclusion of AGM to be held in the 2024 (for the financial year 2023-24). As the tenure of **Nitesh A. Joshi & Co.** is expiring on conclusion of this ensuing AGM.

Therefore, based on the recommendations of Audit Committee, the Board has proposed the appointment of **M. N. Manvar & Co. Chartered Accountants [FRN: 106047W], Rajkot** as the statutory auditor of the company for a term of 5 years, to hold office from the conclusion of this ensuing AGM till the conclusion of AGM to be held in the year 2029 (for the financial year 2028-29), subject to your approval in this AGM by passing of Ordinary Resolution.

M. N. Manvar & Co. has also consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Section 139, 141 and other relevant provisions of the Companies Act, 2013 and rules made thereunder.

#### **Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are as under:**

1. The Fee proposed to be paid to M. N. Manvar & Co. towards statutory audit for the F.Y. 2024-25 shall not exceeding to Rs. 5,00,000/- plus GST and out of pocket expenses, and for the remaining year as may be decided in consultation with the Board of Directors, based on the recommendation of the Audit Committee.

The fee for other permissible non-audit services will be in addition to the statutory audit fee as mentioned above and will be decided by the management in consultation with the statutory auditor.

Further, there is no material change in the proposed fee of the auditor from the fee that paid to the outgoing auditor.

2. The Audit Committee and the Board of Directors has recommended the appointment of M. N. Manvar & Co. based on the credentials of the firm and proprietor, performance record and eligibility criteria prescribed under the Companies Act.

M. N. Manvar & Co. is a proprietorship of CA Mohanlal Manvar havin Firm Registration No. 106047W. The Firm has a valid Peer Review Certificate. The Office of the M. N. Manvar & Co. is situated in Rajkot.

Hence, the aforesaid resolution is being forwarded for your approval and members are requested to pass the said resolution as an Ordinary Resolution.

None of the Directors, Key managerial personnel or any of their respective relatives are interested in this Resolution.



## Notice of the 36th Annual General Meeting

### **Item No. 4:**

Mr. Jasubhai Khimjibhai Patel was appointed as an Independent Non-Executive Director of the Company by the members in Extra Ordinary General Meeting of the Company held on 21<sup>st</sup> April, 2018 for a term of 5 years. Based on recommendation of Nomination and Remuneration Committee Mr. Jasubhai Patel, was reappointed as an Independent Director for second term of five consecutive years w.e.f 21<sup>st</sup> April, 2023 upto 20<sup>th</sup> April, 2028, in the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2022.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years.

Further, Mr. Patel will attain the age of 75 years with effect from 15<sup>th</sup> March, 2025 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term.

The Board considers that his continued directorship would be in benefit of the Company. Hence, it is desirable to continue Mr. Patel as an Independent Director.

Accordingly, the aforesaid resolution is being forwarded for your approval and members are requested to pass the said resolution as Special Resolution.

Except Mr. Jasubhai Patel, none of the Directors, Key Managerial Personnel or any of their respective relatives are interested in this Resolution.

Any documents referred to in the aforesaid Resolution at Item No. 4 are available for inspection for any member between 11:00 am to 04:00 pm at the registered office of the Company, during any working day except Wednesday.

### **Item No. 5:**

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 particulars of transaction to be entered into with related party is as given below:

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| Sr. No. | Description   | Details   |
|---------|---|---|
| 1.      | Type, Material Terms and particulars of the proposed transactions   | The company and Prem Trading Co. shall 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. 20 Cr. For the F.Y. 2025-26   |
| 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   | Mrs. Parulben Rakeshbhai Patel, Whole time Director [DIN: 07528313] - wife of Mr. Rakesh Patel  |
| 4.      | Tenure of the proposed transactions   | 01 <sup>st</sup> April, 2025 to 31 <sup>st</sup> March, 2026  |
| 5.      | Value of the proposed transactions  | Aggregate amount not exceeding Rs. 20 Cr.   |
| 6.      | Any advance paid or received for the contract or arrangement, if any  | Based on 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 | More than fifty percent   |
| 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 interest of the Company   | These transactions are in the business 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 ensuring smooth supply of raw materials and sale of Scrap, Finished goods etc. to the Company. |
| 10.     | Valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions   | Not Applicable  |

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

## Notice of the 36th Annual General Meeting

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, Mrs. Shitalben Nar and Mr. Harsh Nar relatives of the KMP, are interested in the said resolution.

Any documents referred to in the aforesaid Resolution at Item No. 5 are available for inspection for any member between 11:00 am to 04:00 pm at the registered office of the company, during any working day except Wednesday.

### **Item No. 6 & 7:**

On 06<sup>th</sup> May, 2021 members had approved to sell or dispose off twenty sub plots of one Industrial Plot of the Company situated at Plot No. 1, Survey No. 298 & 30, Rajkot Gondal National Highway, Veraval (Shapar), Rajkot, by passing of Special Resolution through Postal Ballot. From the date of approval of members in the year 2021 till date Seventeen sub plots had been sold out of total twenty sub plots. Now, it is proposed by Shri Hiralal Tilva, Chairman and managing Director [DIN: 00022539] and also one of the Promoter of the Company and Shri Manishkumar C. Nar, Member of the Promoter Group to purchase two sub plots and one sub plot respectively from the Company. However, Shri Hiralal Tilva being a Chairman and Managing Director and also a Promoter and Shri Manishkumar C. Nar, being a member of the Promoter Group considered as 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. Therefore, as per the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder and also pursuant to the provisions of the SEBI Listing Regulations, prior approval of the audit committee and Shareholders is required. As the Audit Committee of the Company has considered the transaction and recommended the same to the Board for the approval of Shareholder. Further, please note that this transaction is not a material transaction as per reg. 23(1) of the Listing regulations and the said transaction will be done at arm’s length price.

Brief particulars of transaction to be entered into with related party is as given below:

| Sr. No. | Description   | Details  |  |
|---------|---|--|--|
| 1.      | Name of Related Party and its relationship with the Company             | Shri Hiralal Tilva.<br>He is a Chairman and Managing Director and also one of the Promoter of the Company  | Shri Manishkumar C. Nar<br>He is a member of the Promoter Group                      |
| 2.      | Name of the director or key managerial personnel who is related, if any | Mrs. Sheetal Chaniara, Whole time Director [DIN: 0002539] - Daughter of Shri Hiralal Tilva<br>Mrs. Avni Daddhaniya, CFO - Daughter of Shri Hiralal Tilva | Mr. Rakesh Patel, Managing Director [DIN: 00510990] - Brother of Mr. Manishkumar Nar |

## Notice of the 36th Annual General Meeting

|     |   |   |  |
|-----|---|---|--|
| 3.  | Nature of The Contract or Arrangement and particulars of the contract or arrangement                            | The transaction being in the nature of sale of immovable property.  | The transaction being in the nature of sale of immovable property.   |
| 4.  | Tenure of the proposed transactions   | One time Transaction  | One time Transaction   |
| 5.  | Value of the proposed transactions  | Approximately Rs. 18 Lacs of sub plot No. A/1/8 and Rs. 20 Lacs of sub plot no. A/1/9   | Approximately Rs. 25 Lacs  |
| 6.  | Any advance paid or received for the contract or arrangement, if any  | Nil   | Nil  |
| 9.  | Justification as to why the RPT is in the interest of the Company   | The company is not using the said plots. Therefore, by selling it the company can use sale proceeds in the business of the Company. | The company is not using the said plot. Therefore, by selling it the company can use sale proceeds in the business of the Company. |
| 10. | Valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions | Not Applicable  | Not Applicable   |

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item no. 6 & 7 as an Ordinary Resolution.

All the executive directors, Key Managerial Personnel, promoter and promoter group and their relatives are concerned and interested in the resolution 6 & 7.

Any documents referred to in the aforesaid Resolution at Item No. 6 are available for inspection for any member between 11:00 am to 04:00 pm at the registered office of the company, during any working day except Wednesday.

**Date:** 30<sup>th</sup> August, 2024

**Place:** Sadak Pipaliya

By Order of the Board of Directors  
For, **GANGA FORGING LIMITED**

Sd/-  
(Hiralal M. Tilva)  
Chairman & Managing Director  
[DIN: 00022539]



## Notice of the 36th Annual General Meeting

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

|   |  |
|---|--|
| <b>Name of Director</b>                                       | Mrs. Parulben Rakeshbhai Patel   |
| <b>DIN</b>  | 07528313   |
| <b>Date of Birth</b>  | 20/03/1973   |
| <b>Nationality</b>  | Indian   |
| <b>Expertise in Specific Functional areas and experience</b>  | Mrs. Parulben Rakeshbhai Patel is a whole-time Director of the Company. She was appointed as a Director of our Company on September 1, 2017. She has over eight years of experience in office administration and also having basic experience of forging industry. She holds a Master's Degree in Commerce from the Saurashtra University. |
| <b>Terms and Conditions of Appointment/Re-appointment</b>     | Liable to retire by rotation and being eligible offer herself for Re-appointment in this Annual general meeting.   |
| <b>Date of first appointment on the Board</b>                 | 01 <sup>st</sup> September, 2017   |
| <b>Directorship held in other companies</b>                   | Nil  |
| <b>Shareholding in the Company</b>                            | 2625696 Equity Shares  |
| <b>Membership/Committee positions held in other companies</b> | Nil  |
| <b>Relation with other director/s</b>                         | Wife of Mr. Rakesh Patel, Managing Director of the Company   |



## REPORT OF THE BOARD OF DIRECTORS

To,  
The Members,  
Ganga Forging Limited,

Your Directors are pleased to present their 36<sup>th</sup> Annual Report for the financial year ended on 31<sup>st</sup> March, 2024.

### FINANCIAL RESULTS:

The financial performance of the company on a standalone basis for the Financial Year ended on 31<sup>st</sup> March, 2024, as compared with the previous year is summarized as below:

| (Amt. in Rs.) |   |                     |                     |
|---------------|---|---------------------|---------------------|
| Sr. No.       | Particulars   | 2023-24             | 2022-23             |
| 1             | Revenue from Operation  | 37,21,24,018        | 33,40,96,143        |
| 2             | Other Income  | 9,30,198            | 7,66,628            |
| 3             | <b>Total Revenue (1+2)</b>  | <b>37,30,54,216</b> | <b>33,48,62,771</b> |
| 4             | Cost of Materials consumed  | 26,55,58,490        | 23,37,77,523        |
| 5             | (Increase)/decrease in inventory                                    | (2,59,43,083)       | (1,00,79,945)       |
| 6             | Employees Benefits Expense  | 2,00,01,026         | 1,93,69,154         |
| 7             | Depreciation & Amortization Exp.                                    | 99,68,863           | 87,63,338           |
| 8             | Finance Cost  | 85,07,336           | 80,86,769           |
| 9             | Other Expenses  | 8,75,36,988         | 7,11,14,147         |
| 10            | <b>Profit/(Loss) Before Exceptional items and Tax</b>               | <b>74,24,593</b>    | <b>38,31,786</b>    |
| 11            | <b>Exceptional items</b>  | <b>(1,16,948)</b>   | <b>(49,82,600)</b>  |
| 12            | <b>Profit Before Tax</b>  | <b>75,41,541</b>    | <b>88,14,386</b>    |
| 13            | Current Tax   | 0                   | 0                   |
| 14            | Deferred Tax  | 31,07,476           | (77,56,228)         |
| 15            | <b>Profit / (Loss) After Tax (PAT)</b>                              | <b>44,34,065</b>    | <b>1,65,70,614</b>  |
| 16            | <b>Other Comprehensive income</b>                                   |                     |                     |
|               | Items that will not be reclassified to statement of Profit and Loss | 37,371              | 2,75,900            |
| 17            | <b>Total Comprehensive income for the year, net of tax</b>          | <b>44,71,436</b>    | <b>1,68,46,514</b>  |

### PERFORMANCE OF THE COMPANY:

During the reporting period, the company has earned Revenue of Rs. 37,21,24,018/- as compared to Rs. 33,40,96,143/- during the previous financial year 2022-23. Hence, the revenue of the company has been increased by more than 10 percent as compared to previous fiscal. Further, the Profit after Tax (PAT) of the company for the reporting year is Rs. 44,34,065/- whereas it was Rs. 1,65,70,614/- in the previous fiscal. The reason for decrease in Profit of the company is due to Deferred Tax Liability during the reporting period as compared to deferred tax asset during the previous fiscal. Your management is optimistic about the growth of the company in the years to come.

## REPORT OF THE BOARD OF DIRECTORS

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

Detailed description on state of Company's affairs, Future Outlook, Opportunities, threats, etc. has been provided in Management Discussion and Analysis (MDA) report. Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis report for the year under review forming part of this Annual Report.

### FINANCIAL STATEMENT:

In accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Section 136 of the Companies Act, 2013 read with Rule 10 of the Companies (Accounts) Rules, 2014 and also read with Ministry of Corporate Affairs (MCA) General Circular dated 25<sup>th</sup> September, 2023 vide Circular No. 09/2023 and Circular issued by the Securities and Exchange Board of India (SEBI) dated 07<sup>th</sup> October, 2023 vide SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, soft copy of Annual Report of the company for the financial year 2023-24 along with all its annexures is being sent only through email, to all those shareholders who have registered their email address with the company or depository.

Further, the Annual Report for the F.Y. 2023-24 will also be available for inspection at the registered office of the Company during working hours up to the date of ensuing Annual general meeting (AGM). It is also available at the Company's website <https://www.gangaforging.com/InvestorsRelation/AnnualReports> and also available on the website of the Stock Exchange [www.nseindia.com](http://www.nseindia.com) under corporate announcement section.

### DECLARATION OF DIVIDEND AND TRANSFER OF AMOUNT TO RESERVES:

With a view to plough back profits and in order to conserve resources for operational purposes, Directors do not recommend any dividend.

Moreover, no amount has been transferred to general reserves in the financial year 2023-24.

### CHANGE IN NATURE OF BUSINESS:

There has been no change in nature of business of the Company during the year under report.

### SHARE CAPITAL:

The paid-up share capital of the company as on 31<sup>st</sup> March, 2024 was Rs. 13,41,77,230 (Rupees Thirteen Crore Forty-One Lacs Seventy-Seven Thousand Two Hundred and Thirty Only) divided into 13,41,77,230 (Thirteen Crore Forty-One Lacs Seventy-Seven Thousand Two Hundred and Thirty) Equity Share of Re. 1/- (Rupee One Only) each.

During the reporting period following changes had been made in the capital structure of the Company:

1. Authorized Share Capital of the Company had been increased from Rs. 12,00,00,000/- (Rupees Twelve Crores Only) to Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 18,00,00,000 Equity Shares of Re. 1/- each.

## REPORT OF THE BOARD OF DIRECTORS

2. Allotted 4,92,50,000 warrants each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Re. 1/- (Rupee One Only) ("Equity Share") at a price of Rs. 5.20/- (Five Rupees and Twenty Paise Only).
3. Converted 2,82,12,820 Warrants into fully paid-up Equity Shares of the Company.

Furthermore, after the end of financial year but before the date of signing of this report another 6,25,000 Warrants converted into equity shares and thereby total paid-up equity share capital of the company increased from Rs. 13,41,77,230 to Rs. 13,48,02,230.

Further, during the year under report the Company has not issued any share with differential voting rights nor granted stock options or sweat equity.

### UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT:

During the year, the Company made preferential allotment of 4,92,50,000 Convertible Warrants at a price of Rs. 5.20 each, on payment of Rs. 1.30 (25% of the issue price i.e. 25% of Rs. 5.20/-) per Warrant on application and balance amount to be paid within 18 Months from the date of allotment of Convertible Warrants. Therefore, the company has raised Rs. 6,40,25,000/- on allotment of Warrants.

Further, the company raised Rs. 11,00,29,998/- towards balance payment (remaining 75% of the issue price i.e. Rs. 3.90/-) on conversion of 2,82,12,820 Warrants into equity shares.

The Company has utilized such fund for the objects for which fund has been raised and there is no deviation on utilization of such fund.

### EXTRACT OF ANNUAL RETURN:

In terms of Section 134(3)(a) read with Section 92(3) of the Companies Act, 2013, the copy of Annual Return for the Financial Year 2023-24 is placed on the website of the Company at the link <https://www.gangaforging.com/investorsrelation/annualreports>

### BOARD MEETINGS AND INDEPENDENT DIRECTORS MEETING:

During the year under review, 20 (Twenty) number of Board meetings were held on 30/05/2023, 06/06/2023, 22/06/2023, 07/07/2023, 01/08/2023, 08/08/2023, 10/08/2023, 01/09/2023, 26/09/2023, 14/10/2023, 27/10/2023, 17/11/2023, 22/11/2023, 04/12/2023, 26/12/2023, 23/01/2024, 01/02/2024, 13/02/2024, 01/03/2024 and 30/03/2024 and requisite quorum were present at the said meetings. Detailed information about attendance of Board Meeting by each director is provided in the Corporate Governance report forming part of this annual report.

Further, pursuant to the provision of Schedule IV of the Companies Act, 2013 and Reg. 25 of the SEBI Listing Regulations, meeting of the Independent Directors of the company was held on 30<sup>th</sup> March, 2024 for the followings:

- to review the performance of Non-Independent Directors and the Board as a whole;
- to review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and

## REPORT OF THE BOARD OF DIRECTORS

- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonable perform their duties.

### DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS:

The Company has received declaration under Section 149 (7) of the Companies Act, 2013 from all Independent Directors, that they meet criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013. Also confirmed that all independent directors are registered in the independent director's databank maintained by Indian Institute of Corporate Affairs as per rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

### BOARD'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from the same;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that year;
- c) the directors had taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared annual accounts on a going concern basis;
- e) Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws, rules, regulations and such systems were adequate and operating effectively;

The Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024. The Statutory Auditor's of the company also provided same opinion on internal financial controls over financial reporting of the Company.

### RELATED PARTY TRANSACTIONS:

During the year under report, the Company has entered into transactions with related parties for the purchase of materials, sale of goods and for job work. The said transactions were carried on at arm's length price and in the ordinary course of business, and hence do not fall within purview of Section 188(1) of the Companies Act 2013. However, the company has provided voluntarily information on transactions with related parties pursuant to section 134(3)(h) of the Act read with Rule 8(2) of the



## REPORT OF THE BOARD OF DIRECTORS

Companies (Accounts) Rules, 2014 are given in Form AOC-2 and attached to this report as "Annexure I".

### **STATUTORY AUDITOR AND AUDITOR'S REPORT:**

Members are already aware that **M/s. Nitesh A. Joshi & Co. Chartered Accountants [Firm Registration No. 127578W] Rajkot** had been appointed as statutory auditor of the company in the Annual General Meeting (AGM) of the company held on 24<sup>th</sup> September, 2019 to hold office from the conclusion of that AGM till the conclusion of AGM to be held in the 2024 (for the financial year 2023-24). As the tenure of **Nitesh A. Joshi & Co.** is expiring on conclusion of this ensuing AGM.

Therefore, based on the recommendations of Audit Committee, the Board has proposed the appointment of **M. N. Manvar & Co. Chartered Accountants [FRN: 106047W], Rajkot** as the statutory auditor of the company for a term of 5 years, to hold office from the conclusion of this ensuing AGM till the conclusion of AGM to be held in the year 2029 (for the financial year 2028-29), subject to your approval in the ensuing AGM by passing of Ordinary Resolution on such remuneration as may be decided and approved by Board of Directors of the Company in consultation with Audit Committee of the company.

The company has also received confirmation from **M. N. Manvar & Co.** that they are eligible and not disqualified under section 141 of the Companies Act, 2013 and the Rules framed thereunder, for being appointed as the Auditors of the Company. Further, as required under Regulation 33(1)(d) of SEBI Listing regulations the proposed auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Auditor's Report along with financial statements and all its annexures forming part thereof for the financial year ended March 31, 2024 forms part of this Annual Report and same does not contain any qualification, reservation or adverse remark.

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

### **Audit Observations & reply of the Board:**

Auditor has observed that during the reporting period the company has not maintained Fixed Asset Register and Payroll in the software, which has a feature of recording audit trail, as required under Rule 3(1) of the Companies (Accounts) Rules, 2014. The Board would like to clarify that the company is maintaining the Fixed Asset Register and Payroll in Excel format. The Board shall take due care for maintaining the Assets Register and payroll in the software as per the provisions of the Act.

### **SECRETARIAL AUDITORS:**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules framed thereunder, the Board has appointed CS Purvi Dave, Partner, MJP Associates, Practicing Company Secretaries, Rajkot as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for the FY 2023-24.

Secretarial Audit Report in Form MR-3 issued by the Secretarial Auditor of the Company for the Financial Year ended on March 31, 2024 is attached to the Director's Report as "Annexure II".

## REPORT OF THE BOARD OF DIRECTORS

### Secretarial has observed that:

1. Disclosures under Regulation 31 (4) of SEBI (SAST) Regulations, 2011: The disclosure by the promoter of company that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, was filed after its due date of filing.
2. No insider(s) shall trade in securities when in possession of UPSI Regulation 4[1] of PIT Regulation: 1). Mr. Sanjivkumar Chhhaniyara, Spouse of Promoter and being Son-in-Law of Promoter, had sold the shares of the Company during the closure of trading window. However as explained to us, the transaction was entered into inadvertently and further, the Company had levied fine of Rs.40,000/- on Mr. Sanjivkumar Chhhaniyara and he had paid the said fine to the Company.  
Mrs. Parulben Rakeshbhai Patel Spouse of Promoter had sold the shares of the Company on 9th January, 2024 which is during the closure of trading window.
3. Schedule XIX - Para (2) of ICDR Regulations 2018 under heading Application for listing:
  - 1) An application for the listing was not been made within 20 days of allotment of Equity shares. The Board had made the allotment of 12,50,000 Equity Shares upon conversion of Warrants into Equity Shares on 23.01.2024 and the Company filed the application for listing approval on 16.02.2024
  - 2) The Board had made the Allotment of 79,15,000 Equity Shares upon conversion of warrants was made on 13.02.2024 and the Company filed the application for listing on 24.03.2024. Further, the Company has made the Allotment of Equity Shares upon conversation of Warrants into Equity Shares in different trenches and accordingly the Listing Applications were made on each allotment(s). However, due to some technical issues, the NSE has rejected some of the Listing Applications and the Company has applied to NSE with fresh Listing Application and had received the Listing and Trading Approval(s) for each application accordingly.
4. The Company had filed the e-form MGT-14 (filling of Resolution for Allotment of Equity Shares upon conversion of Warrants) after due dates, with payment of Additional Fees.

### Reply of the Board of Directors on observations made by Secretarial Auditor:

1. As the Shares of promoters and promoter group were not encumbered and hence, we haven't received disclosure as per Reg. 31(4) from Promoter and promoter group and so it was not filed. However, we filed the same within the time limit given by the NSE in its email. The Board of Directors ensures for timely compliances from a day onwards.
2. Chairman & Managing Director of the company had informed the Audit Committee regarding this transaction, the Committee levied fine of Rs. 40,000 as per Code of Conduct adopted by the Board for Insider Trading and the Company had collected the fine and deposited the said Rs. 40000/- in SEBI-IPEF Account on 1.12.2023.  
Further, with respect to transaction done by Mrs. Parulben Patel, the Company had followed same process and levied fine of Rs. 50,000 and the Company had collected the fine and deposited the said Rs. 40000/- in SEBI-IPEF Account, after the end of financial year but as on the date of this report.

## REPORT OF THE BOARD OF DIRECTORS

- The NSE levied the SOP Fine of Rs. 20000 per day for delay in compliance by 4 days and the Company has already paid the Fine of Rs. 94400/- (including GST) on 30.04.2024. Further, for the rejected listing applications, the Company has applied to NSE with fresh Listing Application and had received the Listing and Trading Approval(s) for each application accordingly.
- The Board of Directors shall take due care for filing of e-Forms within the time as prescribed in the Act.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your company is increasingly using information technology in its operations and promotes conservation of energy and resources.

Company has purchased all its machineries installed at factory of latest technology for higher quality and better performance in view of technology absorption in the Company.

Moreover, the Company has reported Foreign Exchange Earnings and Expenses made as under:

| <u>Particulars</u>        | <u>2023-24</u> | <u>2022-23</u>  |
|---------------------------|----------------|-----------------|
| Foreign Exchange Earnings | 2,04,67,515    | Rs. 1,52,28,878 |
| Foreign Exchange Outgo    | Nil            | Nil             |

### PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS MADE:

During the year under report, the Company has not granted any loan or provided any guarantee or made any investment exceeding the limits as specified in Section 186 (2) of the Companies Act, 2013. Hence, no approval from the shareholders in this regard was required.

### CORPORATE SOCIAL RESPONSIBILITY (CSR):

Ganga Forging Limited does not fall in any of the criteria mentioned in terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and hence, it is not required mandatorily to carry out any CSR activities or constitute any Committees under provisions of Section 135 of the Act.

However, Ganga Forging Limited is committed to operate and grow its business in a socially responsible way.

### VIGIL MECHANISM FOR THE DIRECTORS AND EMPLOYEES:

Pursuant to Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report their genuine concerns has been established, in order to ensure that the activities of the company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty and integrity and ethical behavior.

## REPORT OF THE BOARD OF DIRECTORS

The Company has established a vigil mechanism through which Directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all Directors, employees, business associates have direct access to the Chairman of the Audit committee, and also to a member of the committee for this purpose.

The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization. The Whistle Blower Policy has also been uploaded on the website of the company at <http://www.gangaforging.com/investorsrelation/policiesandcodeofconduct>

### RISK MANAGEMENT:

The Company is not under the purview for constituting Risk management committee under the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. However, the Board periodically reviews the operations of the Company and identifies the risk / potential risk, if any to the Company and implement the necessary course of action(s) to mitigate the predicted risk, which the Board deems fit in the best interest of the Company.

### CORPORATE GOVERNANCE:

As per Regulation 15(2) read with regulation 34 (3) and Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Corporate Governance Report along with the Certificate from CS Purvi Dave, Partner, MJP Associates, Practising Company Secretaries Certificate thereon form part of the Board Report as "*Annexure-III*".

### DETAILS OF BOARD OF DIRECTORS:

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, one-third of such number of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mrs. Parulben Rakeshbhai Patel, Wholetime Director [DIN: 07528313] will retire by rotation at the ensuing AGM, and being eligible, offer herself for re-appointment in accordance with provisions of the Companies Act, 2013. The Board of Directors recommend their re-appointment for approval of members at the ensuing AGM and resolution seeking approval for her re-appointment is provided in the Notice.

As on 31st March, 2024, the Board of Directors comprised of the following Directors:

| Sr. No. | Name                    | Designation       | Director Identification Number (DIN) | Date of Appointment | Date of Cessation |
|---------|-------------------------|-------------------|--------------------------------------|---------------------|-------------------|
| 1.      | Hiralal Mahidas Tilva   | Managing Director | 00022539                             | 02/04/2018          | -                 |
| 2.      | Rakesh Chhaganlal Patel | Managing Director | 00510990                             | 10/03/2016          | -                 |



## REPORT OF THE BOARD OF DIRECTORS

|    |                                 |                      |          |            |   |
|----|---------------------------------|----------------------|----------|------------|---|
| 3. | Sheetal Sanjivkumar Chaniara    | Whole time Director  | 07528297 | 01/09/2017 | - |
| 4. | Parulben Rakeshbhai Patel       | Whole time Director  | 07528313 | 01/09/2017 | - |
| 5. | Jasubhai Khimjibhai Patel       | Independent Director | 01006449 | 21/04/2018 | - |
| 6. | Rameshbhai Gordhanbhai Dhingani | Independent Director | 07946841 | 01/03/2018 | - |
| 7. | Sagar Ramniklal Govani          | Independent Director | 09185913 | 04/06/2021 | - |
| 8. | Nayankumar Karshanbhai Virparia | Independent Director | 03297965 | 12/03/2022 | - |
| 9. | Nishith Trivedi                 | Independent Director | 10332082 | 26/09/2023 |   |

Mr. Nishith Trivedi [DIN: 10332082] was appointed as an Additional Director under the category of Independent Director by the Board in the Board Meeting held on 26<sup>th</sup> September, 2023 and his appointment as an independent Director also approved by the members by passing Special Resolution through Postal Ballot (e-Voting) on 22<sup>nd</sup> December, 2023.

The Company does not pay any remuneration to its Non-Executive Directors. Further, the Company had made payment of remuneration to its Executive Directors in terms of Section 196 & 197 of the Companies Act, 2013, read with Schedule V to the Act. No commission was paid to any of the Directors during the year under Report.

### COMMITTEES OF BOARD OF DIRECTORS:

As per provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has established and constituted three committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as a part of better corporate governance practice. Composition of such committees also available on the website of the company at <https://www.gangaforging.com/investorrelation/composition committee>

#### 1. AUDIT COMMITTEE:

The details related to composition of Audit Committee, committee meeting held during the reporting period and attendance of committee members are included in the Corporate Governance Report, which is a part of this report.

#### 2. NOMINATION AND REMUNERATION COMMITTEE:

The details related to composition of Nomination and Remuneration Committee, committee meeting held during the reporting period and attendance of committee members are included in the Corporate Governance Report, which is a part of this report.

## REPORT OF THE BOARD OF DIRECTORS

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The details related to composition of Stakeholder Relationship Committee, committee meeting held during the reporting period and attendance of committee members are included in the Corporate Governance Report, which is a part of this report.

### CORPORATE POLICIES:

We always believe to promote and pursue the high level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, mandates the formulation of certain policies for all listed companies.

Key policies that have been adopted are as follows:

| Name of the policy   | *Web Link   |
|--|---|
| Policy on Board Diversity                                      | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Code of conduct for Director and Senior Management             | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Corporate Social Responsibility Policy                         | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Dividend Distribution Policy                                   | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Evaluation Policy  | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Policy on Determination of Materiality of Events               | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Policy On Material Subsidiaries and Governance of Subsidiaries | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Policy for Insider Trading                                     | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Policy On Preservation of Documents                            | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Policy on prevention of Sexual Harassment at work place        | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Related Party Transactions Policy                              | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Webarchival Policy   | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Whistle Blower Policy  | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Familiarization Programme of Independent Director              | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Nomination and Remuneration Policy                             | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| Terms and conditions of Appointment of Independent Director    | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |

\*URL for all the above-mentioned policies is having common web link.

Further, Corporate Social Responsibility Policy, Dividend Distribution Policy and Policy On Material Subsidiaries and Governance of Subsidiaries is not applicable to the Company but it has been adopted voluntarily.

### KEY MANAGERIAL PERSONNEL:

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

## REPORT OF THE BOARD OF DIRECTORS

1. Shri. Hiralal M. Tilva, Chairman and Managing Director
2. Mr. Rakesh Patel, Managing Director
3. Mrs. Sheetal S. Chaniara, Whole time Director
4. Mrs. Parulben R. Patel, Whole time Director
5. Ms. Drashti Vaghasiya, Company Secretary and Compliance Officer
6. Mrs. Avni Dadhaniya, Chief Financial Officer (CFO)

### **PARTICULARS OF EMPLOYEES:**

There are no employees in the Company drawing remuneration of more than Rs. 8.5 Lacs per month or 1.02 crore per annum, as prescribed in Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 and Rules made thereunder, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Shareholders Relationship committee, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

The performance of each of the non-independent directors (including Chairman) was also evaluated by the independent directors at the separate meeting of the Independent Directors of the Company.

### **COST RECORDS AND AUDIT:**

The company is not required to maintain cost records as prescribed by the Central Government under Section 148(1) of the Companies Act, 2013. Therefore, no cost records have been maintained by the company. Therefore, requirements for cost audit shall not applicable to the company.

### **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company has complied with all the applicable Secretarial Standards including amendments thereof in the Financial Year 2023-24 as issued by the Institute of Company Secretaries of India (ICSI).

### **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition, and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) and the Rules made thereunder. All women associated with the company are covered under this Policy.

The Company also has in place a policy on "Prevention of Sexual Harassment at work place" and the same is also available on the website of the company at <https://www.gangaforging.com/investorrelation/policiesandcodeofconduct>.

## REPORT OF THE BOARD OF DIRECTORS

To redress the complaints received regarding sexual harassment, internal complaints committee is in place. The following is a summary of sexual harassment complaints received and disposed off during the year:

- No. of complaints received: Nil
- No. of complaints disposed off : NA

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In Terms of the Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Management Discussion and Analysis report has been separately furnished in the Annual Report and forms part of the Board of Directors Report as "*Annexure- IV*".

### **RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:**

The information required pursuant to provision of Section 197(12) read with rule 5(1)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employee of the company for the F.Y. 2023-24 forms part of this report as "*Annexure - V*".

### **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The company has in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting is operating effectively. The Company is well equipped with internal financial control system. The Company has continuous monitoring mechanism which enables the organization to maintain the same standards of the control systems and help them in managing defaults, if any, on timely basis because of strong reporting mechanisms followed by the Company. Our statutory auditor as well as Internal Auditor of the company have also provided their opinion on adequacy of internal financial control system in their audit report.

### **TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

During the year under review, pursuant to the provisions of section 125(2) of the Companies Act, 2013, the company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF) established by Central Government of India.

### **TRANSFER OF AMOUNT TO INVESTOR PROTECTION AND EDUCATION FUND (IPEF):**

During the reporting period, pursuant to Clause 12 to Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with SEBI Circular vide reference no. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated 23<sup>rd</sup> July, 2020 the Company has transferred Rs. 40,000 to Investor Protection and Education Fund (IPEF), collected from Designated Person for contravention of Code of Conduct.

Further, after the end of financial year but as on the date of this report the company has also transferred another Rs. 50,000 to IPEF account, collected from the Designated Person for contravention of Code of Conduct.



## REPORT OF THE BOARD OF DIRECTORS

### SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES:

As at 31st March, 2024, the Company doesn't have any Subsidiary, Joint Venture or Associate Companies.

### OTHER DISCLOSURES AS REQUIRED UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:

1. There have been no material changes/commitments affecting the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date on report;
2. During the year under review your company has not accepted the deposit from the public under section 73 to 76 of the Companies Act, 2013 and the rules made thereunder;
3. No significant or material orders were passed by the Regulators or courts or tribunals which impact the going concern status and company's operations in future
4. There have been no instances of any revision in the Board's Report or the financial statement; hence disclosure under Section 131(1) of the Act is not required.
5. The Company has not paid any commission to any of its Directors and hence, provision of disclosure of commission paid to any Director as mentioned in Section 197(14) is not required to disclose.
6. The Company has not issued (a) any shares with differential voting rights (b) Sweat Equity shares (c) shares under any Employee stock option scheme; hence no disclosures are required to be made as per the Companies (Share Capital and Debentures) Rules, 2014.
7. There are no application made under the Insolvency and Bankruptcy Code, 2016, during the year under Report, and therefore no such details are required to be given.
8. There are no instances of any One Time Settlement with any Bank, and therefore, details of difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions, are not required to be given.

### ACKNOWLEDGEMENT:

Your directors put on record their whole hearted gratitude to bankers, employees of the Company and other stakeholders for their sincere co-operation and efforts towards the Company.

**Date:** 30<sup>th</sup> August, 2024

**Place:** Sadak Pipaliya

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

Sd/-  
**(Hiralal M. Tilva)**  
**Chairman & Managing Director**  
**[DIN: 00022539]**

# FORM AOC-2

## “ANNEXURE I”

**Directors’ Report of Ganga Forging Limited**  
**(Pursuant to Section 134 (3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188 (1) of the Companies Act, 2013 including certain arm’s length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm’s length basis:**

| Name (s) of the related party (a)                      | Nature of relationship (b)   |                                   | Nature of contracts/arrangements/ Transaction (c) |
|--|------------------------------|-----------------------------------|---|
| ---  | ---                          |                                   | --  |
| Duration of the contracts/arrangements/transaction (d) | Salient Features & value (e) | Date of approval by the Board (f) | Amount paid as advances, if any (g)               |
| ---  | ---                          | ---                               | --  |

**2. Details of material contracts or arrangements or transactions at Arm’s length basis:**

| Name (s) of the related party (a) | Nature of relationship (b)  | Nature of contracts/arrangements/ Transaction (c) |
|-----------------------------------|---|---|
| Crank & Crank                     | Associate Concern (Partnership Firm) in which KMP is interested                               | Jobwork Charges paid                              |
| Crank & Crank                     | Associate Concern (Partnership Firm) in which KMP is interested                               | Sale of Goods                                     |
| Prem Trading Co.                  | Associate Concern (Proprietorship Firm of Mr. Rakesh Patel, Managing Director of the Company) | Purchase of Material                              |
| Prem Trading Co.                  | Associate Concern (Proprietorship Firm of Mr. Rakesh Patel, Managing Director of the Company) | Sale of Goods                                     |

## FORM AOC-2

| Duration of the contracts/ arrangements/transaction (d) | Salient Features & value (e)     | Date of approval by the Board (f) | Amount paid as advances, if any (g) |
|---|----------------------------------|-----------------------------------|-------------------------------------|
| Ongoing   | Total value<br>Rs. 19,95,535/-   | 30/05/2023                        | Nil                                 |
| Ongoing   | Total value<br>Rs. 25,58,390/-   | 30/05/2023                        | Nil                                 |
| Ongoing   | Total value<br>Rs. 4,38,16,919/- | *30/05/2023                       | Nil                                 |
| Ongoing   | Total Value<br>Rs. 1,33,56,066/- | *30/05/2023                       | Nil                                 |

All contracts were entered into in the ordinary course of business and on arm's length basis.

\*The Company had also received omnibus approval from the audit committee and subsequently approval of members in the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2023, for the transactions entered into with Prem Trading & Co.

**Date:** 30<sup>th</sup> August, 2024

**Place:** Sadak Pipaliya

**For, Ganga Forging Limited**

Sd/-

(Hiralal M. Tilva)

Chairman & Managing Director

[DIN: 00022539]

# Secretarial Audit Report (MR-3)

FORMNO.MR-3

## SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Ganga Forging Limited**

Survey No. 55/1 P6/P1/P1, Near Shree Stamping,

Village: Sadak Pipaliya, Tal: Gondal,

Dis: Rajkot 360311, Gujarat, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ganga Forging Limited [CIN: L28910GJ1988PLC011694]** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **Ganga Forging Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 2018 and the Regulations and bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

## Secretarial Audit Report (MR-3)

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and Share Based Employee Benefits Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client, to the extent of securities issued & dematerialized;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period);** and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period);**

We have also examined, in general, compliance with the applicable clauses of the following:

- i. Secretarial Standards with respect to Meetings of Board of Directors and Committees (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015) and revised (SS-1) & (SS-2) were effective from 1<sup>st</sup> October, 2017.
- ii. The Listing Agreement entered into by the Company with National Stock Exchange Limited as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the year under Audit, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc as mentioned above, *except filing of some e-forms for with payment of additional fees and* subject to some observations:

1. *Disclosures under Regulation 31 (4) of SEBI (SAST) Regulations, 2011: The disclosure by the promoter of company that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, was filed after its due date of filing.*
2. *No insider(s) shall trade in securities when in possession of UPSI Regulation 4[1] of PIT Regulation:*
  - 1). *Mr. Sanjivkumar Chhhaniyara, Spouse of Promoter and being Son-in-Law of Promoter, had sold the shares of the Company during the closure of trading window. However as explained to us, the transaction was entered into inadvertently and further, the Company had levied fine of Rs.40,000/- on Mr. Sanjivkumar Chhhaniyara and he had paid the said fine to the Company.*
  - 2). *Mrs. Parulben Rakeshbhai Patel Spouse of Promoter had sold the shares of the Company on 9<sup>th</sup> January, 2024 which is during the closure of trading window.*
3. *Schedule XIX - Para (2) of ICDR Regulations 2018 under heading Application for listing:*
  - 1) *An application for the listing was not been made within 20 days of allotment of Equity shares. The Board had made the allotment of 12,50,000 Equity Shares upon conversion of Warrants into Equity Shares on 23.01.2024 and the Company filed the application for listing approval on 16.02.2024*



## Secretarial Audit Report (MR-3)

- 2) *The Board had made the Allotment of 79,15,000 Equity Shares upon conversion of warrants was made on 13.02.2024 and the Company filed the application for listing on 24.03.2024. Further, the Company has made the Allotment of Equity Shares upon conversion of Warrants into Equity Shares in different trenches and accordingly the Listing Applications were made on each allotment(s). However, due to some technical issues, the NSE has rejected some of the Listing Applications and the Company has applied to NSE with fresh Listing Application and had received the Listing and Trading Approval(s) for each application accordingly.*
4. *The Company had filed the e-form MGT-14 (filling of Resolution for Allotment of Equity Shares upon conversion of Warrants) after due dates, with payment of Additional Fees.*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. The Company had explained to us that the transactions entered into with a proprietary firm of Director, have been entered into in ordinary course of business & at arm's length.

During the period under review the Company has complied with the majority provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**, the Company has identified the following laws as specifically applicable to the Company:

- i) The Factories Act, 1948 Rules;
- ii) The Legal Metrology Act 2009 and Rules;
- iii) Legal Metrology Act, 2009;
- iv) Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
- (v) Air (Prevention & Control of Pollution) Act 1981 and rules thereunder
- vi) The Bureau of Indian Standards Act, 2016;
- vii) The Trade Marks Act, 1999
- vii) Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 and amendments from time to time.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No Changes in the composition of the Board of Directors except Appointment of Independent Director that took place during the period under review were carried out in compliance with the provisions of the Act.

As informed to us by the Management of the Company an Adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for some meetings of the Board of Directors, where consent for shorter notice was obtained from all of the directors respectively. System exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

## Secretarial Audit Report (MR-3)

Decisions at the meetings of the Board of Directors/ Committees of the Company were carried unanimously. We were informed that there were no dissenting views of the members on any of the matters during the year that were required to be captured and recorded as part of the minutes.

- I. We further report that** based on the review of compliance mechanism established by and the information provided by the company, its officers and authorised representatives during the conduct of the audit and compliance certificate (s) placed before the board meeting, there are adequate systems and processes in the company commensurate with the size and its operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines (and rules and notification issued thereunder).
- II.** During the year under report the Company has made Allotment of 2,82,12,820 Equity Shares upon Conversion of Warrants into Equity.
- III.** We further report that during the audit period, there were no instances of:
- (i) Rights / debentures / sweat equity.
  - (ii) Redemption / buy-back of securities.
  - (iii) Merger/ amalgamation/reconstruction etc.
  - (v) Foreign technical collaborations.

**IV. We further report that:**

The Compliance by the Company of the applicable financial laws, like Direct and Indirect tax Laws, Professional Tax, Provident Fund, GST has not been reviewed in this Audit Since the same have been subject to the review by the Statutory Auditors and other designated professionals.

**Place: Rajkot**  
**Date: 29.08.2024**

**For, MJP Associates**  
**Practising Company Secretaries**  
**Firm Reg. No. 2001GJ007900**

**(CS Purvi Dave)**  
**Partner**  
ACS No. 27373 CP 10462  
**PR : 1780/2022**  
**UDIN: A027373F001077664**

**Please note that the Secretarial Audit report is to be read with my letter of even date attached as Annexure A to the report and letter also forms the integral part of report.**

## Secretarial Audit Report (MR-3)

### ANNEXURE A

To,  
**The Members,**  
**Ganga Forging Limited**  
Survey No. 55/1 P6/P1/P1, Near Shree Stamping,  
Village: Sadak Pipaliya, Tal: Gondal,  
**Dis: Rajkot 360311, Gujarat, India**

Our **Secretarial Audit Report** of odd date for the Financial Year ended on **31<sup>st</sup> March, 2024** is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We, have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company and verification of documents and records procedures on test check basis.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Rajkot**  
**Date : 29.08.2024**

**For, MJP Associates**  
**Practising Company Secretaries**  
**Firm Reg. No. P2001GJ007900**

**(CS Purvi Dave)**  
**Partner**  
ACS No. 27373 CP 10462  
**PR : 1780/2022**  
**UDIN: A027373F001077664.**

# Corporate Governance Report

This report is being prepared pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended and the report contains the details of Corporate Governance System and processes at the Ganga Forging Limited (GFL or the Company).

## **I. PHILOSOPHY ON CORPORATE GOVERNANCE:**

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in such a manner which ensures accountability, transparency and fairness in all the transactions in which company is involved. Integrity and transparency are key to corporate governance practices and performance, and ensure that it gain and retain the trust of stakeholders into the company at all times.

Good governance practices come from dynamic culture and positive attitude of the organization.

At GFL, Corporate Governance is all about maintaining a valuable relationship and trust with all the stakeholders associated with the Company. We are also committed to meet the expectations of all our stakeholders by taking ethically business decision.

The company has put in place an internal control system with defined roles and responsibilities of every constituent of the system and this system is also subject to review by statutory auditor and internal auditor of the company on annual basis. The Chairman and Managing Director provides overall direction and guidance to the Board in the operations and functioning of the Board. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all the stakeholders. Therefore, the company has adopted the various codes and policies to carry out duties in an ethical manner. Some of these codes and policies are:

- Code of conduct for Directors and KMP
- Related Party Transaction Policy
- Whistle Blower Policy
- Policy on prohibition of Insider Trading
- Board Diversity Policy
- Evaluation of the Board and Committee Members of the Board
- Web Archival Policy
- Terms and conditions for appointment of Independent Director
- Prevention of Sexual Harassment
- Preservation of Documents
- Policy on determination of materiality of events
- Familiarization Programme of Independent Director
- Nomination and Remuneration Policy

Further, for better corporate governance compliances the company had also formulated such Policies voluntarily and also placed the same on the website of the company viz. Corporate Social Responsibility Policy, Policy on Material Subsidiaries and Governance of Subsidiaries and Dividend Distribution Policy.

## Corporate Governance Report

### II. BOARD OF DIRECTORS OF THE COMPANY:

Board of Directors of the company has been constituted with an optimum combination of the Executive and Non-Executive Directors.

(a) The composition of the Board, Category and their shareholding in the company are as follows:

| Sr. No. | Name of the Director   | Director Identification Number (DIN) | Category                             | Date of Cessation | No. of Equity Shares held as on 31 <sup>st</sup> March, 2024 |
|---------|------------------------|--------------------------------------|--------------------------------------|-------------------|--|
| 1.      | Hiralal M. Tilva       | 00022539                             | Chairman and Managing Director       | -                 | 16027360   |
| 2.      | Rakesh C. Patel        | 00510990                             | Managing Director                    | -                 | 8622240  |
| 3.      | Parulben R. Patel      | 07528313                             | Wholetime Director                   | -                 | 2625696*   |
| 4.      | Sheetal S. Chaniara    | 07528297                             | Wholetime Director                   | -                 | 3733330  |
| 5.      | Jasubhai K. Patel      | 01006449                             | Non-Executive & Independent Director | -                 | -  |
| 6.      | Rameshbhai G. Dhingani | 07946841                             | Non-Executive & Independent Director | -                 | -  |
| 7.      | Sagar R. Govani        | 09185913                             | Non-Executive & Independent Director | -                 | -  |
| 8.      | Nayankumar K. Virparia | 03297965                             | Non-Executive & Independent Director | -                 | -  |
| 9.      | Nishith Trivedi        | 10332082                             | Non-Executive & Independent Director | -                 | -  |

Mr. Nishith Trivedi [DIN: 10332082] was appointed as an Additional Director under the category of Independent Director by the Board in the Board Meeting held on 26<sup>th</sup> September, 2023 and his appointment as an independent Director also approved by the members by passing Special Resolution through Postal Ballot (e-Voting) on 22<sup>nd</sup> December, 2023.

\*During the year under report Mrs. Parulben R. Patel had sold 2850000 equity shares in the open market and necessary disclosures as required under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015 were also submitted to the Stock Exchange and Company.



## Corporate Governance Report

Further, out of total 2850000 equity Shares sold; Mrs. Parulben Patel had sold 750000 equity shares during the Trading Window closure period. Therefore, for the violation of SEBI (Prohibition of Insider Trading Regulations), 2015 and Company's code of conduct for insider trading, the company has levied penalty of Rs. 50,000 on Mrs. Parulben Patel.

(b) Every Independent Director, at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as specified in Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended. The Board of Directors of the Company have taken on record the declaration and confirmation submitted by the independent Directors and in the opinion of the Board, all the independent Directors of the Company fulfill the conditions as specified in listing regulations and are totally independent to the management of the Company.

One meeting of independent directors of the company was held on 30<sup>th</sup> March, 2024.

(c) During the year under report, any independent director has not resigned from the Board of the Company.

(d) **Number of Meetings of the Board of Directors held during the year and Dates on which held:**

| Sr. No. | Date of Board Meeting            | Board Strength | No. of Directors Present |
|---------|----------------------------------|----------------|--------------------------|
| 1.      | 30 <sup>th</sup> May, 2023       | 8              | 5                        |
| 2.      | 06 <sup>th</sup> June, 2023      | 8              | 8                        |
| 3.      | 22 <sup>nd</sup> June, 2023      | 8              | 8                        |
| 4.      | 07 <sup>th</sup> July, 2023      | 8              | 5                        |
| 5.      | 01 <sup>st</sup> August, 2023    | 8              | 6                        |
| 6.      | 08 <sup>th</sup> August, 2023    | 8              | 8                        |
| 7.      | 10 <sup>th</sup> August, 2023    | 8              | 8                        |
| 8.      | 01 <sup>st</sup> September, 2023 | 8              | 8                        |
| 9.      | 26 <sup>th</sup> September, 2023 | 8              | 8                        |
| 10.     | 14 <sup>th</sup> October, 2023   | 9              | 6                        |
| 11.     | 27 <sup>th</sup> October, 2023   | 9              | 8                        |
| 12.     | 17 <sup>th</sup> November, 2023  | 9              | 8                        |
| 13.     | 22 <sup>nd</sup> November, 2023  | 9              | 8                        |
| 14.     | 04 <sup>th</sup> December, 2023  | 9              | 8                        |
| 15.     | 26 <sup>th</sup> December, 2023  | 9              | 8                        |
| 16.     | 23 <sup>rd</sup> January, 2024   | 9              | 8                        |
| 17.     | 01 <sup>st</sup> February, 2024  | 9              | 8                        |
| 18.     | 13 <sup>th</sup> February, 2024  | 9              | 8                        |
| 19.     | 01 <sup>st</sup> March, 2024     | 9              | 8                        |
| 20.     | 30 <sup>th</sup> March, 2024     | 9              | 9                        |

## Corporate Governance Report

(e) Attendance of each director at the Board Meeting, last Annual General Meeting (AGM) and number of other Directorship(s) and Chairmanship(s)/Membership(s) of Committees of each Director in various Companies:

| Sr. No. | Name of Director       | Attendance at Meeting during the F.Y. 2023-24 |                        |                          | No. of other Directorship(s) held as on 31 <sup>st</sup> March, 2024 | Directorship in other listed Company (ies) and Category of Directorship as on 31/03/2024 | No. of Chairmanship(s) / Membership(s) of Committees in other Company (ies) as on 31 <sup>st</sup> March, 2024    |
|---------|------------------------|---|------------------------|--------------------------|--|--|---|
|         |                        | Board Meeting Entitled to attend              | Board Meeting Attended | AGM for the F.Y. 2022-23 |  |  |   |
| 1.      | Hiralal M. Tilva       | 20  | 20                     | Yes                      | 2  | NA   | NA  |
| 2.      | Rakesh C. Patel        | 20  | 20                     | Yes                      | -  | NA   | NA  |
| 3.      | Parulben R. Patel      | 20  | 19                     | Yes                      | -  | NA   | NA  |
| 4.      | Sheetal S. Chaniara    | 20  | 20                     | Yes                      | -  | NA   | NA  |
| 5.      | Jasubhai K. Patel      | 20  | 19                     | Yes                      | 1  | NA   | NA  |
| 6.      | Rameshbhai G. Dhingani | 20  | 19                     | -                        | -  | NA   | NA  |
| 7.      | Sagar R. Govani        | 20  | 16                     | -                        | -  | NA   | NA  |
| 8.      | Nayankumar K. Virparia | 20  | 17                     | -                        | -  | NA   | NA  |
| 9.      | Nishith Trivedi        | 11  | 1                      | -                        | 1  | 1 Non-Executive & Independent Director   | Chairmanship: 2 Audit & Stakeholder Relationship Committee<br>Membership: 1 Nomination and Remuneration Committee |

(f) Relationships between Directors inter-se:

| Sr. No. | Name of the Director | Relationship with other Director  |
|---------|----------------------|---|
| 1.      | Hiralal M. Tilva     | 1. Mrs. Sheetal Chaniara, Wholetime Director - Daughter<br>2. Mrs. Avni Dadhaniya, CFO - Daughter |

## Corporate Governance Report

|    |                     |  |
|----|---------------------|--|
| 2. | Rakesh C. Patel     | 1. Mrs. Parulben R. Patel, Wholetime Director – Wife   |
| 3. | Parulben R. Patel   | 1. Mr. Rakesh C. Patel, Managing Director – Husband  |
| 4. | Sheetal S. Chaniara | 1. Mr. Hiralal Tilva, Chairman and Managing Director – Father<br>2. Mrs. Avni Dadhaniya, CFO - Sister                  |
| 5. | Avni Dadhaniya      | 1. Mr. Hiralal Tilva, Chairman and Managing Director – Father<br>2. Mrs. Sheetal Chaniara, Wholetime Director – Sister |

(g) As on 31st March, 2024 Non-Executive Directors does not hold equity shares or Convertible Security of the Company.

(h) Skills/Expertise/Competence required in the Board Members in the context of its Business and Sector for it to function effectively:

| Name of Director       | Skills/Expertise/Competence |                               |                    |                   |            |                    |
|------------------------|-----------------------------|-------------------------------|--------------------|-------------------|------------|--------------------|
|                        | Governance and Compliance   | Administration and Management | Strategic Planning | Sales - Marketing | Leadership | Financial Planning |
| Hiralal M. Tilva       | ✓                           | ✓                             | ✓                  | -                 | ✓          | ✓                  |
| Rakesh C. Patel        | ✓                           | ✓                             | ✓                  | ✓                 | ✓          | ✓                  |
| Sheetal C. Chaniara    | ✓                           | ✓                             | -                  | ✓                 | ✓          | -                  |
| Parulben R. Patel      | ✓                           | ✓                             | -                  | ✓                 | ✓          | -                  |
| Jasubhai K. Patel      | ✓                           | ✓                             | ✓                  | ✓                 | ✓          | ✓                  |
| Rameshbhai G. Dhingani | ✓                           | ✓                             | ✓                  | ✓                 | ✓          | ✓                  |
| Sagar R. Govani        | ✓                           | ✓                             | ✓                  | ✓                 | ✓          | ✓                  |
| Nayankumar Virparia    | ✓                           | ✓                             | ✓                  | ✓                 | ✓          | ✓                  |
| Nishith Trivedi        | ✓                           | ✓                             | ✓                  | ✓                 | ✓          | ✓                  |

### **Committees of the Board:**

There are three Board Committees as on 31<sup>st</sup> March, 2024. Details of which are as follows:

# Corporate Governance Report

## III. Audit Committee

| Extract of terms of reference & Other Disclosure  | Category and Composition |   | Details of Committee Meeting |            |
|---|--------------------------|---|------------------------------|------------|
|   | Name                     | Designation & Category                      | Meetings held on             | Attendance |
| <p>Committee is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act.</p> <p>1. Oversight of the Company's Financial reporting process.</p> <p>2. Reviewing with the management, quarterly unaudited financial statements along with Limited Review Report of the Auditor's thereon and the annual financial statements and Auditor's report thereon before submission to the Board for approval.</p> <p>3. Recommendation for appointment/Re appointment, remuneration and terms of appointment of Statutory Auditor of the company</p> <p>4. Approval or any subsequent modification of transactions of the Company with related parties.</p> <p>5. Evaluation of internal Financial Control system of the Company.</p> <p><b><u>Other Disclosure:</u></b></p> <p>The gap between two meetings did not exceed one hundred and twenty days.</p> <p>Previous AGM of the Company held on 30<sup>th</sup> September, 2023 was attended by Mr. Jasubhai Patel, Chairman of the Committee.</p> | Jasubhai Patel           | Chairman                                    | 30/05/2023                   | ✓          |
|   |                          | Non-Executive & Independent Director        | 06/06/2023                   | ✓          |
|   |                          |   | 10/08/2023                   | ✓          |
|   |                          |   | 14/10/2023                   | ✓          |
|   |                          |   | 01/02/2024                   | ✓          |
|   | Rameshbhai Dhingani      | Member Non-Executive & Independent Director | 30/05/2023                   | ✓          |
|   |                          | 06/06/2023                                  | ✓                            |            |
|   |                          | 10/08/2023                                  | ✓                            |            |
|   |                          | 14/10/2023                                  | ✓                            |            |
|   |                          | 01/02/2024                                  | ✓                            |            |
|   | Sagar Govani             | Member                                      | 30/05/2023                   | ✗          |
|   |                          | Non-Executive & Independent Director        | 06/06/2023                   | ✓          |
|   |                          |   | 10/08/2023                   | ✓          |
|   |                          |   | 14/10/2023                   | ✗          |
|   |                          |   | 01/02/2024                   | ✓          |

## Corporate Governance Report

### IV. Nomination and Remuneration Committee (“NRC”)

| Extract of terms of reference & Other Disclosure  | Category and Composition |                                      | Details of Committee Meeting |            |
|---|--------------------------|--------------------------------------|------------------------------|------------|
|   | Name                     | Designation & Category               | Meetings held on             | Attendance |
| <p>Committee is constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations and Section 178 of the Act.</p> <ol style="list-style-type: none"> <li>1. Formulation of the criteria for determining qualifications, Positive attribute and eligibility for appointment of Directors including independent directors and Key Managerial Personnel</li> <li>2. Recommendation to the Board for the appointment/Re-appointment of Directors and Key Managerial Personnel</li> <li>3. Recommend to the Board, remuneration payable to the Directors, Key Managerial Personnel, Executive team and rest of employees</li> <li>4. Support the Board and independent Directors in performance evaluation of each Board Members</li> </ol> | Rameshbhai Dhingani      | Chairman                             | 26/09/2023                   | ✓          |
|   |                          | Non-Executive & Independent Director | 17/11/2023                   | ✓          |
|   | Sagar Govani             | Member                               | 26/09/2023                   | ✓          |
|   |                          | Non-Executive & Independent Director | 17/11/2023                   | ✓          |
|   | Jasubhai Patel           | Member                               | 26/09/2023                   | ✓          |
|   |                          | Non-Executive & Independent Director | 17/11/2023                   |            |



## Corporate Governance Report

### V. Stakeholder's Relationship Committee:

| Extract of terms of reference & Other Disclosure   | Category and Composition |  | Details of Committee Meeting |            |
|--|--------------------------|--|------------------------------|------------|
|  | Name                     | Designation & Category                               | Meetings held on             | Attendance |
| <p>Committee is constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.</p> <p>1. To consider and resolve the grievances of Shareholders of the Company</p> <p>2. To consider and resolve the issue of Shareholders related to Share Transfer, Transmission, Transposition, Share Certificate etc.</p> <p>3. Review of measures taken for effective exercise of voting rights by Shareholders</p> <p><b><u>Other Disclosure:</u></b></p> <p>Previous AGM of the Company held on 30<sup>th</sup> September, 2023 was attended by Mr. Jasubhai Patel, Chairman of the Committee. No Shareholder's Complaints were received during the financial year and hence no complaints are pending for solution at the end of the financial year.</p> | Jasubhai Patel           | Chairman<br><br>Non-Executive & Independent Director | 30/03/2024                   | ✓          |
|  | Rameshbhai Dhingani      | Member<br><br>Non-Executive & Independent Director   | 30/03/2024                   | ✓          |
|  | Rakesh Patel             | Member & Executive Director                          | 30/03/2024                   | ✓          |

Ms. Drashti Vaghasiya, Company Secretary & Compliance Officer of the company has acted as a secretary of all the Committees constituted by the Board.

### VI. Remuneration of Directors:

The Nomination and Remuneration Committee determines and recommends to the Board the remuneration payable to Director(s). All Board level remuneration shall be paid after considering the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the remuneration payable to Independent Directors/Non-Executive Directors will be limited to payment of Sitting fees for attending the Board and Committee Meetings, as may be decided by the Board.

#### 1. **All Pecuniary relationship or transactions of the Non-Executive Directors:**

There are no pecuniary relationships or transactions of the Non-Executive Directors/Independent Directors vis-à-vis the company.

# Corporate Governance Report

## 2. Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors will be paid remuneration by way of Sitting Fees and reimbursement of actual expenses for attending the Board/ Committee Meeting as may be decided by the Board from time to time.

## 3. Information on remuneration of Directors for the year ended March 31, 2024 is given below:

| Name of Directors      | Sitting Fees | Remuneration | Commission | Performance Linked Incentive | Total       |
|------------------------|--------------|--------------|------------|------------------------------|-------------|
| Hiralal M. Tilva       | -            | 20,40,000/-  | -          | -                            | 20,40,000/- |
| Rakesh C. Patel        | -            | 19,20,000/-  | -          | -                            | 19,20,000/- |
| Sheetal S. Chaniara    | -            | 3,60,000/-   | -          | -                            | 3,60,000/-  |
| Parulben R. Patel      | -            | 4,80,000/-   | -          | -                            | 4,80,000/-  |
| Jasubhai K. Patel      | -            | -            | -          | -                            | -           |
| Rameshbhai G. Dhingani | -            | -            | -          | -                            | -           |
| Sagar R. Govani        | -            | -            | -          | -                            | -           |
| Nayankumar K. Virparia | -            | -            | -          | -                            | -           |
| Nishith Trivedi        | -            | -            | -          | -                            | -           |

Further, in addition to Remuneration payable to the Executive Directors additional benefits as mentioned below is also entitled to them, as per the rules and policy of the Company and as provided in appointment letter issued to the respective Director:

- He/she shall be entitled to House Rent Allowance, Provident Fund, Superannuation Fund, Gratuity, Retirement Benefits, leave encashment and any other benefit as per the policy of the Company.
  - Payment/Reimbursement of Medical Expenses incurred by him/her, his/her Spouse and children either directly or appropriate insurance
  - He/she shall also be provided with Company maintained Car with driver, Club Membership.
  - Company shall make available to him/her telephone facility at his/her residence including cell phone to be used for the purpose of business.
4. The company has not entered into service contract with any Directors and there are no severance fees involved as per the policy of the Company.
5. The company has not granted any Stock Options to any of its directors.

## VII. General Body Meeting:

### 1. Annual General Meeting:

Date, Time and venue for the last 3 (Three) Annual General Meetings are as given below:

## Corporate Governance Report

| Financial Year | Date  | Time     | Venue  | Special Resolutions passed  |
|----------------|---|----------|--|---|
| 2022-23        | Saturday, 30 <sup>th</sup><br>September, 2023 | 11:00 AM | Registered Office of the Company<br>(At: Sadak Pipaliya, Gondal) | Yes<br><ol style="list-style-type: none"> <li>1. Alteration of Clause III [A] (1) i.e. Main object clause of Memorandum of Association of the Company</li> <li>2. Omnibus approval of Related Party Transactions with Prem Trading Co.</li> </ol>   |
| 2021-22        | Friday, 30 <sup>th</sup><br>September, 2022   | 11:00 AM | Registered Office of the Company<br>(At: Sadak Pipaliya, Gondal) | Yes<br><ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Hiralal Tilva [DIN: 00022539] as Chairman and Managing Director of the Company</li> <li>2. Re-appointment of Mr. Rakesh Patel [DIN: 00510990] as Managing Director of the Company</li> <li>3. Re-appointment of Mrs. Parul R. Patel [DIN: 07528313] as Wholetime Director of the Company</li> <li>4. Re-appointment of Mrs. Sheetal Chaniara [DIN: 07528297] as Wholetime Director of the Company</li> <li>5. Re-appointment of Mr. Jasubhai Khimjibhai Patel [DIN: 01006449] as an Independent Director of the Company.</li> <li>6. Re-appointment of Mr. Rameshbhai Gordhanbhai Dhingani [DIN: 07946841] as an independent director of the company.</li> </ol> |
| 2020-21        | Thursday, 30 <sup>th</sup><br>September, 2021 | 11:00 AM | Registered Office of the Company<br>(At: Sadak Pipaliya, Gondal) | No  |

## Corporate Governance Report

### 2. Postal Ballot Process:

During the reporting year, the Postal Ballot was carried out to sought approval of members for regularization of Mr. Nishith Trivedi [DIN: 10332082] as an independent director of the company, by way of notice of Postal Ballot.

Procedure for Postal Ballot: the Postal Ballot was carried out as per the provisions of Section 110 read with Section 108 of the Companies Act, 2013 also read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and also read with Circular No. 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, Government of India ("the MCA"), in relation to "Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 read with rules made thereunder.

Details of Postal Ballot Notice is as given below:

Company had sought approval of Members by way of Postal Ballot notice dated 17<sup>th</sup> November, 2023 for the following transaction, which was duly passed and the results of which were announced on 23<sup>RD</sup> December, 2023. CS (Ms.) Purvi Dave, Partner of MJP Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through e-voting only in a fair and transparent manner.

| Description of the Resolution  | Votes in Favour of the Resolution |                         |                                       | Votes against the Resolution |                         |                                       | Invalid Votes  |                                 |
|--|-----------------------------------|-------------------------|---------------------------------------|------------------------------|-------------------------|---------------------------------------|--|---------------------------------|
|  | No. of Members Voted              | No. of valid votes cast | % of total number of valid votes cast | No. of Members Voted         | No. of valid votes cast | % of total number of valid votes cast | Total No. of members whose votes were declared invalid | Total No. of invalid votes cast |
| Appointment of Mr. Nishith Trivedi [DIN: 10332082] as an Independent Director of the company | 17                                | 36041862                | 99.99%                                | 1                            | 500                     | 0.001%                                | 0  | 0                               |

### VIII. Means of Communication:

In accordance with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, immediately after the approval of quarterly, half yearly and annual financial results of the Company by the Board has been filed with the Stock Exchange for dissemination to the public at large.

## Corporate Governance Report

|  |  |
|--|--|
| Newspapers wherein results normally published                  | Financial Express – English and Gujarati editions  |
| Website, where displayed                                       | On the website of the Company at <a href="http://www.gangaforging.com">www.gangaforging.com</a> and also disseminated by the Stock Exchange on its website for the benefit of public at large. |
| Official news releases   | Not Applicable   |
| Presentation made to institutional investor or to the analysts | Not Applicable   |

### IX. General Shareholder Information:

**1. Annual General Meeting (For the F.Y. 2023-24)**

**Date:** 30<sup>th</sup> September, 2024

**Time:** 11:00 AM

**Venue:** At the Registered Office of the Company

**2. Financial Year:** 01st April, 2023 to 31st March, 2024

**3. Dividend Payment Date:** Not Applicable

**4. Stock Exchange Details and Payment of Annual Listing Fees:**

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block – G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051, Maharashtra

Listing Fees as applicable have been paid.

**5. Stock Code:** GANGAFORGE

**6. Market Price data high, low during each month in last financial year:**

| Month           | High (Rs.) | Low (Rs.) | Volume (No.)<br>(Highest in Months) |
|-----------------|------------|-----------|-------------------------------------|
| April, 2023     | 4.2        | 3.1       | 9,55,513                            |
| May, 2023       | 4          | 3.45      | 4,68,515                            |
| June, 2023      | 7.3        | 3.7       | 1,09,50,440                         |
| July, 2023      | 7.2        | 6.3       | 25,53,566                           |
| August, 2023    | 8.00       | 5.8       | 8,66,454                            |
| September, 2023 | 7.3        | 5.8       | 2,39,040                            |
| October, 2023   | 8.5        | 5.8       | 69,22,629                           |
| November, 2023  | 7.25       | 6.35      | 6,31,383                            |



## Corporate Governance Report

|                |       |      |           |
|----------------|-------|------|-----------|
| December, 2023 | 7.85  | 5.9  | 78,79,376 |
| January, 2024  | 15.2  | 6.25 | 66,75,971 |
| February, 2024 | 17.5  | 12.4 | 25,16,107 |
| March, 2024    | 12.15 | 8.2  | 21,70,177 |

(Data provided in the table as derived from the website of the Stock Exchange [www.nseindia.com](http://www.nseindia.com))

Initially, Equity Shares of the Company were listed on SME Emerge Platform of the National Stock Exchange of India Limited ("The NSE") w.e.f 11<sup>th</sup> July, 2018. Thereafter, securities of the Company have been migrated from SME Emerge Platform of the NSE to the Main Board of the NSE w.e.f 06<sup>th</sup> July, 2021.

7. Performance in comparison to broad based indices such as BSE Sensex, CRISIL Index etc.:  
Not Applicable
8. If Securities are suspended from trading, the Directors report shall explain the reason thereof:  
The Securities of the Company was not suspended for trading but in the month of July, 2023 the security of the Company was under Enhanced Surveillance Measure (ESM) - Stage I (NSE Circular: NSE/SURV/57392 dated 03rd July, 2023) and it was shifted to ESM - Stage II w.e.f 11th July, 2023 (NSE Circular: NSE/SURV/57505 dated 10th July, 2023). When Securities were under ESM II, Trading permitted once a week (Every Monday /01st Trading day of the Week) as per session allotted by the Stock Exchange subject to periodic call auction.
9. Registrar to an issue and Share Transfer Agent:

**Link Intime India Private Limited**

C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai 400 083  
Maharashtra

**10. Share Transfer System:**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, Securities can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. The request for transfer of securities shall not be processed unless the securities are held in dematerialized form. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company.

Further, as per Regulation 7 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 all activities in relation to Share Transfer are maintained by the Registrar to an issue and share transfer agent of the company i.e. Link Intime India Private Limited.

# Corporate Governance Report

## 11. Distribution of Shareholding:

Shareholding Pattern of the Company as on 31<sup>st</sup> March, 2024:

| Sr. No.    | Category of Shareholder            | Number of Shareholders | Total Number of Shares held | % of Shareholding |
|------------|------------------------------------|------------------------|-----------------------------|-------------------|
| <b>(A)</b> | <b>Promoter and Promoter Group</b> |                        |                             |                   |
| (1)        | Indian Individual/HUF              | 12                     | 54768301                    | 40.82%            |
|            | <b>Total (A)</b>                   | <b>12</b>              | <b>54768301</b>             | <b>40.82%</b>     |
| <b>(B)</b> | <b>Public Shareholding</b>         |                        |                             |                   |
| (1)        | Institutions                       | 1                      | 59152                       | 0.04%             |
| (2)        | Non-Institutions                   | 47322                  | 79349777                    | 59.14%            |
|            | <b>Total (B)</b>                   | <b>47323</b>           | <b>79408929</b>             | <b>59.18%</b>     |
|            | <b>Total (A) + (B)</b>             | <b>47335</b>           | <b>134177230</b>            | <b>100%</b>       |

Distribution of Shareholding by size as on 31<sup>st</sup> March, 2024:

| Sr. No. | Shareholding of Shares | Number of Shareholders | % of Total Shareholders | Shares            | % of Total Share Capital |
|---------|------------------------|------------------------|-------------------------|-------------------|--------------------------|
| 1       | 1 to 500               | 35132                  | 72.9228                 | 4934751           | 4.3046                   |
| 2       | 501 to 1000            | 5984                   | 12.4209                 | 5096853           | 4.4460                   |
| 3       | 1001 to 2000           | 3358                   | 6.9701                  | 5208837           | 4.5437                   |
| 4       | 2001 to 3000           | 1168                   | 2.4244                  | 3040072           | 2.6519                   |
| 5       | 3001 to 4000           | 545                    | 1.1312                  | 1979914           | 1.7271                   |
| 6       | 4001 to 5000           | 611                    | 1.2682                  | 2957309           | 2.5797                   |
| 7       | 5001 to 10000          | 756                    | 1.5692                  | 5842032           | 5.0960                   |
| 8       | 10001 to 9999999999    | 623                    | 1.2931                  | 85579642          | 74.6512                  |
|         | <b>TOTAL:</b>          | <b>48177</b>           | <b>100</b>              | <b>*114639410</b> | <b>100</b>               |

\*As on 31<sup>st</sup> March, 2024 total Share Capital of the Company was Rs. 134177230. Further, the Company had also issued and allotted 19537820 equity shares pursuant to conversion of Warrants, but the In-principal Listing and Trading Approval for the said Shares were pending as on 31.03.2024. Hence, as per data received from the Registrar and Share Transfer Agent is excluding 19537820 equity shares.

## 12. Dematerialization of Shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form on NSE.

## Corporate Governance Report

### 13. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

During the reporting year, the Company had issued and allotted 4,92,50,000 Warrants at a price of Rs. 5.20/- each and each convertible into or exchangeable for 1 (One) Equity Share of the company within 18 months from the date of allotment. Details of conversion is as given below:

| Sr. No. | Date of Conversion of Warrants into Equity | No. of Warrants converted / No. of Equity Shares allotted pursuant to Conversion | Total Share Capital after Conversion of Warrants | No. of Warrants outstanding for Conversion |
|---------|--|--|--|--|
| 1.      | 27/10/2023                                 | 50,00,000  | 11,09,64,410                                     | 4,42,50,000                                |
| 2.      | 22/11/2023                                 | 36,75,000  | 11,46,39,410                                     | 4,05,75,000                                |
| 3.      | 04/12/2023                                 | 37,00,000  | 11,83,39,410                                     | 3,68,75,000                                |
| 4.      | 26/12/2023                                 | 10,45,000  | 11,93,84,410                                     | 3,58,30,000                                |
| 5.      | 23/01/2024                                 | 12,50,000  | 12,06,34,410                                     | 3,45,80,000                                |
| 6.      | 13/02/2024                                 | 79,15,000  | 12,85,49,410                                     | 2,66,65,000                                |
| 7.      | 01/03/2024                                 | 42,15,000  | 13,27,64,410                                     | 2,24,50,000                                |
| 8.      | 30/03/2024                                 | 14,12,820  | 13,41,77,230                                     | 2,10,37,180                                |

Therefore, total outstanding Warrants for conversion as on 31.03.2024 was 2,10,37,180 Warrants. Further, after the reporting period but before the date of signing of this report, the Company has converted another 6,25,000 Warrants into Equity Shares on 29<sup>th</sup> May, 2024. Hence, total outstanding Warrants as on date of this report is 2,04,12,180 warrants.

The company doesn't have any outstanding GDRs/ADRs or any other convertible instruments as on 31<sup>st</sup> March, 2024, as company have not issued any such instruments in the past.

### 14. Commodity price risk or foreign exchange risk and hedging activities:

The company does not deal in commodities and hence the disclosure in this regard is not required to be given.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Gain or losses upon settlement of foreign currency transactions are recognized in the statement of profit and loss for the period in which the transaction is settled.

# Corporate Governance Report

## 15. Plant Location and Address for Correspondence:

**Ganga Forging Limited**  
 Sr. No. 55/1 P/6 P/1 P/1,  
 Near Shree Stamping,  
 At: Sadak Pipaliya, Ta: Gondal,  
 Dist: Rajkot 360 311  
 Gujarat, India

## 16. List of all Credit rating obtained by the entity and revision thereof during the financial year for all debt instruments or any fixed deposit programme or any scheme related to mobilization fund: Not Applicable

### X. Other Disclosures:

| Sr. No. | Particulars  | Details   | Website Link for details/policy  |
|---------|--|---|--|
| 1.      | Related Party Transactions   | <p>There are no material related party transactions during the year under review that have conflict with the interest of the Company. Transactions entered into with the related parties during the FY 2023-24 were in the ordinary course of business and at arm's length basis and were approved by the members of the Audit Committee. Further, the Company has obtained omnibus approval from the Audit Committee and also approval of the Shareholders for Transactions with Prem Trading Co. for values of Rs. 10 Cr. For the period from 01<sup>st</sup> October, 2023 to 31<sup>st</sup> March, 2024 and for value of Rs. 20 Cr. For the period from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025.</p> <p>Policy for related party transactions is also uploaded on the website of the company.</p> | <a href="http://www.gangaforging.com/Policies-And-Code-of-Conduct">Policies And Code of Conduct (gangaforging.com)</a> |
| 2.      | Details of non-compliance by the listed entity, penalties, strictures imposed on the company by Stock Exchange, by Board or any other statutory authority during the last three years; | <p>As per regulation 31 of the SEBI Listing Regulations, Shareholding Pattern of the Company for the quarter ended on 31<sup>st</sup> March, 2020 was submitted delay by one day.</p> <p>For the identified non-compliance, the Stock exchange had levied fine of Rs. 2000/- plus applicable GST on the Company and company had also paid the same to the Stock Exchange.</p>   | -  |

## Corporate Governance Report

|    |  |   |   |
|----|--|---|---|
|    |  | <p>As per regulation 13 of the SEBI Listing Regulations, Investor grievances Statement of the Company for the quarter ended on 31<sup>st</sup> March, 2020 was submitted delay by one day.</p> <p>For the identified non-compliance, the Stock exchange had levied fine of Rs. 1000/- plus applicable GST on the Company and company had also paid the same to the Stock Exchange.</p> <p>As per regulation 6 of the SEBI Listing Regulations, Company was in default in appointment of Company Secretary &amp; Compliance Officer for a period of 138 days (From June, 2021 to November, 2021).</p> <p>For the identified non-compliance, the Stock exchange had levied fine of Rs. 1,38,000/- plus applicable GST on the Company and company had also paid the same to the Stock Exchange.</p> <p>The Company has not complied with Schedule XIX - Para (2) of SEBI ICDR Regulations, 2018</p> <p>For the said non-compliance, the Stock Exchange had levied fine of Rs. 80,000/- plus applicable GST vide Notice dated 15<sup>th</sup> April, 2024 and company had also paid the same to the Stock Exchange.</p> |   |
| 3. | Familiarization programmes imparted to independent Directors | Details about familiarization programmes imparted to independent directors is placed on the website of the company.   | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |
| 4. | Whistle Blower Policy /Vigil Mechanism                       | The company has this policy and established the necessary vigil mechanism for directors and employees to report their genuine concern about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also placed on the website of the company.  | <a href="http://gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a> |



## Corporate Governance Report

|    |  |   |   |
|----|--|---|---|
| 5. | Details of compliance with mandatory requirements and adoption of non-mandatory requirements;              | Company has complied with all compliances with mandatory requirements and has also complied with non-mandatory requirements to the extent possible.   | -   |
| 6. | Subsidiary Companies   | <p>Company doesn't have any subsidiary Company.</p> <p>However, company has voluntarily adopted the policy on material subsidiaries and governance of subsidiaries. The said policy has been also placed on the website of the company.</p>   | <a href="http://www.gangaforging.com">Policies And Code of Conduct (gangaforging.com)</a>   |
| 7. | Details of utilization of funds raised through preferential allotment or qualified institutions placement; | <p>During the reporting period the Company has raised Rs. 6,40,25,000 towards application money (25% of the issue price) for allotment of 4,92,50,000 Warrants each of Rs. 5.20 on preferential basis.</p> <p>Further, on conversion of 2,82,12,820 warrants into equity shares the Company has received Rs. 14,67,06,664 (75% of the issue price) and allotted 2,82,12,820 equity shares.</p> <p>The said fund had been utilized for the objects as stated in the Explanatory Statement to the Notice of the Extraordinary General Meeting held on 06th June, 2023.</p> <p>Pursuant to Regulation 32 of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD1/162/2019 dated December 24, 2019, the Statement of Deviation(s) or Variation(s) in the use of funds, if any also filed with the Stock Exchange on quarterly basis and has been also uploaded on the website of the Company.</p> | <a href="https://www.gangaforging.com/InvestorsRelation/Announcement">https://www.gangaforging.com/InvestorsRelation/Announcement</a> |

## Corporate Governance Report

|    |   |   |   |
|----|---|---|---|
| 8. | Certificate from Company Secretary  | A certificate has been received from the MJP Associates, Practising Company Secretaries, that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The said certificate is provided as an Annexure of this report forming part of this annual report. | - |
| 9. | Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018; | The details have been disclosed in the Board Report forming part of this Annual Report and available on the website of the company.   |   |

- There are no any such recommendations of any committee of the Board in the reporting year, which was not accepted by the Board.
- Nitesh A. Joshi & Co., Chartered Accountants (Firm Registration No. 127578W) has been appointed as the statutory auditor of the company. The particulars of payment to statutory auditor for the F.Y. 2023-24 is as given below:

| Particulars                    | Amount (Rs.)          |
|--------------------------------|-----------------------|
| Services as Statutory Auditors | Rs. 3,50,000/-        |
| Tax Audit                      | -                     |
| Other Matters                  | -                     |
| <b>Total</b>                   | <b>Rs. 3,50,000/-</b> |

3. **NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT, WITH REASONS THEREOF:**

All the requirements of Corporate Governance Report of sub paragraphs (2) to (10) Para C of Schedule V of Listing Regulations have been duly complied with.

4. **ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED:**

The Company has complied with applicable discretionary requirements as specified in Part E of Schedule II of the Listing Regulations.

## Corporate Governance Report

1. **The Board:** The Company has Executive Director as a Chairman and the office with required facilities is provided and maintained at the Company's expenses for use of the Chairman.
2. **Shareholders Rights:** quarterly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company for the information of shareholders as well as public at large.
3. **Audit Qualification:** The Company is in the regime of unqualified/unmodified audit opinion.
4. **Reporting of Internal Auditors:** The Internal Auditors of the Company report to the Audit Committee periodically to ensure independence of the internal audit function.

# Certificate on Corporate Governance

## CERTIFICATE ON CORPORATE GOVERNANCE OF GANGA FORGING LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Pursuant to Regulation 34(3) and clause (E) of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
Ganga Forging Limited  
Sr. No. 55/1 P/6 P/1 P/1,  
Near Shree Stamping,  
At: Sadak Pipaliya, TA: Gondal  
Dis: Rajkot 360 311, Gujarat, India

1. We have examined the compliance of the conditions of Corporate Governance by Ganga Forging Limited, for the Financial Year 31<sup>st</sup> March, 2024 as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of the sub-regulation 2 of Regulation 46 and Para C, D and E of the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The Compliance with the conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of the procedures and implementation thereof, as adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations, it is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the declarations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended on 31<sup>st</sup> March, 2024.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the company.

Place: Rajkot  
Date : 30.08.2024

For, MJP Associates  
Practising Company Secretaries  
Firm Reg No: P2001GJ007900

Sd/-  
(CS Purvi Dave)  
Partner  
ACS No.27373 CP 10462  
PR 1780/2022  
UDIN: A027373F001087223

# Management Discussion and Analysis Report

## “Annexure-IV”

### OVERVIEW OF INDIAN FORGING INDUSTRY:

Forging and casting is traditionally considered as the back bone of manufacturing industry. It is a major input to the sectors which support economic growth of the nation, such as, Automobile, Industrial Machinery, Power, Construction & Mining Equipment, Railways and General Engineering. The Indian forging industry is well recognized globally for its technical capabilities. With an installed capacity of around 38.5 lakh MT, Indian forging industry has a capability to forge variety of raw materials like Carbon steel, alloy steel, stainless steel, super alloy, titanium, aluminium and so forth, as per the requirements of user industry.

Over the years, the Indian forging industry has evolved from being a labour-intensive industry to capital-intensive manufacturing sector. The current investment in the plant and machinery by Indian forging companies is about worth of INR 27,833 Crore. The forging industry of India provides direct employment to about 95,000 people. The small and very small units are mainly dependant on manual labour, however medium and large units are more mechanized. Quality standards in the industry have improved significantly and the sector is now well known globally for its high quality.

Current share of auto sector is about 58% of total forging production while the rest is with the non-auto sector. Changes in Indian automobile industry directly impact Indian forging industry, because the forging components form the backbone of the Indian automobile industry. Since the automobile industry is the main customer for forgings the industry's continuous efforts in upgrading technologies and diversifying product range has enabled it to expand its base of customers to foreign markets. In order to reduce the impact of cyclical and dependence on auto sector, the industry plans to diversify into non-automotive sectors.

The Indian forgings industry has made rapid strides and currently, not only meets almost all the domestic demand, but has also emerged as a large exporter of forgings. The industry is increasingly addressing opportunities arising out of the growing trend among global automotive OEM's (Original Equipment Manufacturers) to outsource components from manufacturers in low-cost countries. As a result, the industry has been making significant contributions to country's growing exports.

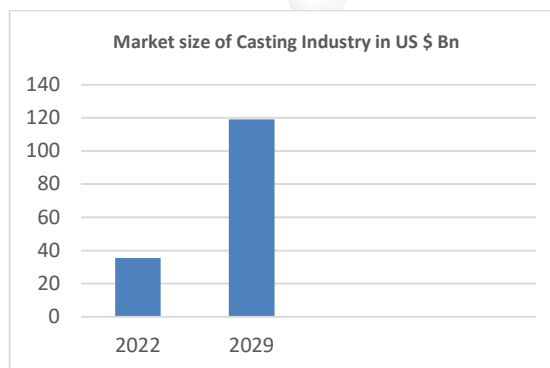
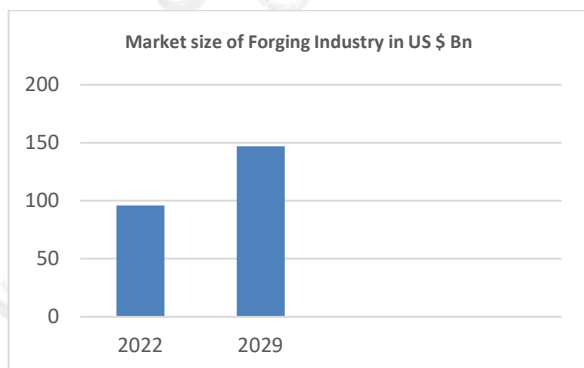
### INDUSTRY STRUCTURE AND DEVELOPMENT:

*Casting and forging are one of the key engineering segments supplying various components to end-user industries such as Railways, Automobile, Defense, Aerospace, Material handling, Construction equipment, and Mines. In this regard, the Indian casting and forging sector is in a good position to generate higher revenues from the auto sector. Major expansion of manufacturing units, by way of organic and inorganic growth, has been playing an important role in this industry.*



# Management Discussion and Analysis Report

Any automotive industry depends significantly on steel-forged metal components. The industry's products are used for demanding applications such as crankshafts, transmission gears, and bearings, and are essential in handling the torque and stress placed on these components. Stiff competition among key auto industry players is primarily driving the demand for more attractive and lightweight vehicles in the country. The India management consultant hopes that in almost no time, the Indian casting and forging industry is going to be at par with China. Moreover, the forging industry is looking to double its growth rate spurred by imminent demand from emerging sectors, resulting in an increase in the set-up of foreign business in India.



Global Metal Forging Market was valued at US\$ 95.84 Bn in 2022 and is expected to reach US\$ 147.00 Bn by 2029 at a \*CAGR of 6.3% over the forecast period 2023-2029.

\*(Compound Annual growth Rate)

Global Metal Casting Market size was valued at US\$ 35.46 Bn in 2022 and the total revenue is expected to grow at 18.9 % through 2023 to 2029, Metal Casting Market is reaching nearly US\$ 119.15 Bn by 2029.

- India Ranks third in casting production in the world.
- The Indian metal casting industry is expected to reach US\$ 17 Bn by 2028 a 6.7% CAGR during 2023-2028.
- The Indian metal forging market is expected to reach US\$ 8.0 Bn by 2029, implying a 10.69% CAGR during 2023-2029.
- With an installed capacity of around 38.5 lakh MT, Indian forging industry has a capability to forge variety of raw materials like Carbon steel, alloy steel, stainless steel, super alloy, titanium, aluminium and so forth, as per the requirements of user industry.
- The Indian forging industry is concentrated around its end user customer locations. Therefore, the major forging clusters are found to be in the states of Maharashtra, Punjab, Gujarat, Tamil Nadu, Haryana, Delhi, Karnataka, Jharkhand, West Bengal and Andhra Pradesh.
- The Indian casting and forging sector has equipped itself to retain its prowess to accelerate revenue from the auto sector.
- Industry stakeholders are taking initiatives to acquire technology, knowledge, experience, and expertise in the industry.

# Management Discussion and Analysis Report

- The Indian Casting and Forging industry has gone through up-gradation to be in sync with the international practices.
- Given the enormous potential, frontline domestic players have started building up world scale capabilities by either putting up Greenfield projects or acquiring sick global facilities and turning them around as business solutions for setting up a foreign business in India.

## Company Overview:

Ganga Forging Limited (“The Company”) is also a forging and casting manufacturer, catering the closed die forged products to both automotive and nonautomotive segment. Automotive segment includes manufacturing of products catering to commercial vehicle, passenger car, three wheelers, two-wheeler and tractor. Non-automotive segment includes electric power transmission, dairy equipment manufacturing, agricultural, gear and gear box, crank shafts, connecting rod, heavy engineering industrial, hubs and flanges.

Our Company also complies with Quality Assurance System like ISO and strives to deliver quality products to the customers. Our Company is **ISO 9001:2008** certified. We believe in manufacturing and delivering quality products and our manufacturing process is under constant supervision by Engineers. The entire system is backed by proper documentation, traceability until the end product, with full proof checks required as per ISO regulations. We are dedicated towards supply of quality products by controlling the procurement of our raw material, monitoring the process parameters and maintaining appropriate measures to comply with applicable statutory and regulatory requirements of our products.

## Opportunities and Strength:

- Rising adoption of Automation in manufacturing to drive market growth
- Government initiative “Make in India” have boosted the manufacturing industry in the region by creating a positive business environment
- Increasing export of forging products
- Increasing Foreign Direct Investment to boost Market Growth
- Automotive to be fastest growing end-user due to rising growth of electric vehicles
- Continues development of new Railway lines

## Threats and risk:

- Electrification in Automotive Industry to slow down Market growth
- The industry lacks acutely the resources for upgrading its technological status and there is also a dearth of quality or skilled manpower.
- Increased competition in the sectors / areas in which we operate;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
-

# Management Discussion and Analysis Report

- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in technology;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- Changes in government policies and regulatory actions that apply to or affect our business.

## **Internal Control Systems and their adequacy:**

Effective internal financial controls are essential for the integrity of the Company's financial reporting. Management and employees at all levels are responsible for understanding and implementing these policies and procedures to ensure robust internal controls.

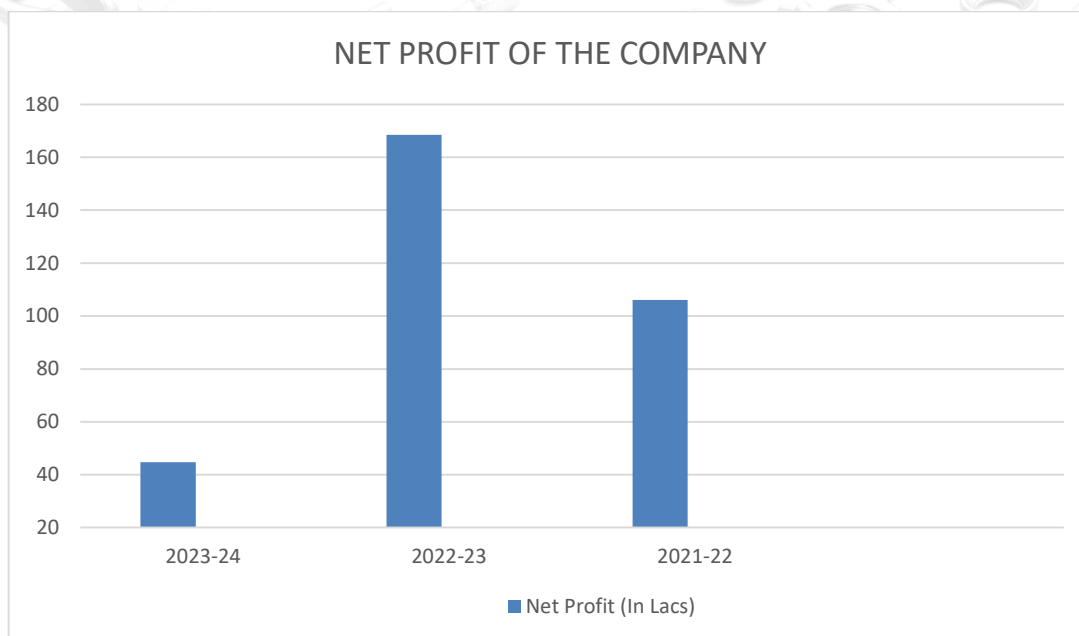
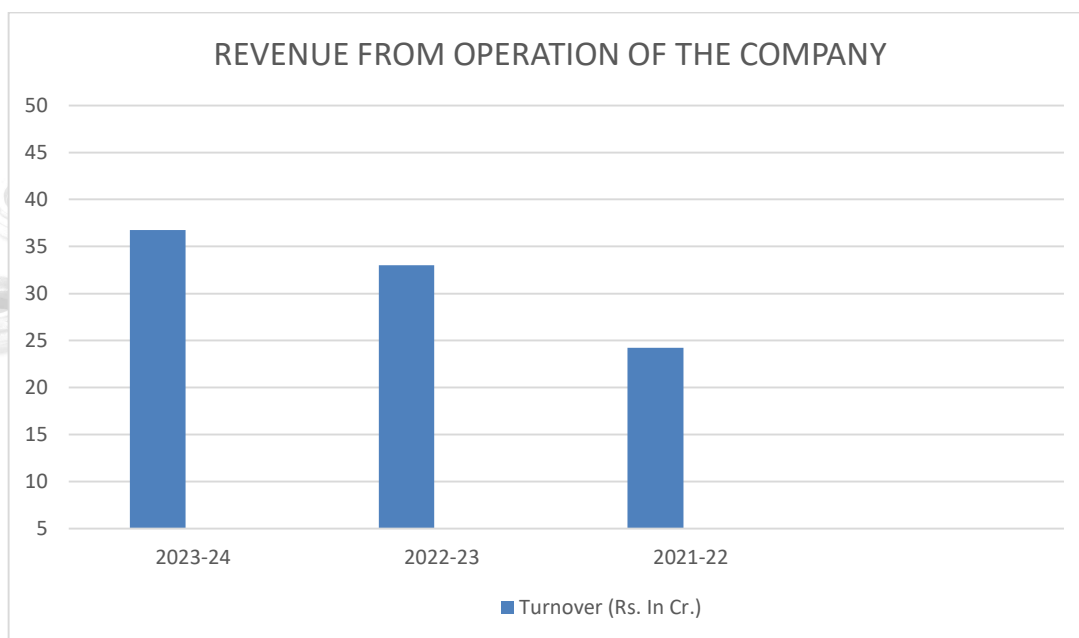
There is an adequate internal control system commensurate with the size of the company and nature of the business for inventory, fixed assets and for the sale of goods or services. The Company has implemented proper and adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The system ensures appropriate information flow to facilitate effective monitoring. The internal audit system also ensures formation and implementation of corporate policies for financial, reporting, accounting and information security.

The Company has constituted Audit committee to overlook the internal control systems and their adequacy. Audit committee regularly reviews and gives recommendations on proper and adequate internal control systems.

## **Financial performance:**

During the reporting year, your company has earned Rs. 3,674.06 Lacs. as revenue from operation and out of total revenue Rs. 204.68 Lacs has been earned form the export of products. As compared to previous fiscal, revenue from operations of the company has been increased by more than 10%. During the year, company has earned net profit of Rs. 44.71 Lacs as compared profit earned of Rs. 168.46 Lacs during the previous fiscal. Performance trend of last three years is as given under:

# Management Discussion and Analysis Report



## Segment Reporting:

Ganga Forging Limited is operating in only one segment. Hence, comments on segments wise performance is not required.

# Management Discussion and Analysis Report

## Human Resources:

Our company is committed to provide work environment that ensures every employee is treated with dignity and respect and equitable treatment for all irrespective of their designation. The company is also committed to promoting a work environment that is conducive to the professional growth of the employees and encourages equality of opportunity.

Further, the company will not tolerate any form of sexual harassment and is committed to take all necessary steps to ensure that the employees are not subjected to any form of harassment. Company always be responsible for the safety of employees as well as the public. Create a positive and dynamic work environment that enable personal achievements, work life balance and business success. We inspire each other to explore ideas that can make the community and world better place.

## Key Financial Ratios:

Analysis of key financial ratio for the year as compared to previous financial year is as given under:

| Ratio Analysis               | Unit of Ratio in | F.Y. 2023-24 | F.Y. 2022-23 | % Variance and reason of variance                                |
|------------------------------|------------------|--------------|--------------|--|
| Current Ratio                | Times            | 2.41         | 1.16         | 106.99%<br>Due to improvement in working capital                 |
| Debt Equity Ratio            | Times            | 0.32         | 1.07         | -70.34%<br>Due to increase in Shareholder's Fund                 |
| Debt service coverage Ratio  | Times            | 2.13         | 1.16         | 84.09%<br>Due to Lower Interest Cost on Borrowed Working Capital |
| Return on Equity (ROE)       | %                | 0.50         | 3.11         | -84.05%<br>Due to Increase in Average Equity                     |
| Inventory Turnover Ratio     | Times            | 1.76         | 4.00         | -56.07%<br>Due to higher Inventory holding                       |
| Debtors Turnover Ratio       | Times            | 5.25         | 11.70        | -55.16%<br>Due to higher credit sales                            |
| Trade Payable turnover Ratio | Times            | 8.76         | 10.50        | -16.57%<br>Due to higher credit purchase                         |
| Net Capital Turnover Ratio   | Times            | 2.14         | 13.14        | -83.69%<br>Due to change in working capital cycle                |



# Management Discussion and Analysis Report

|                                   |   |      |      |   |
|-----------------------------------|---|------|------|---|
| Net Profit Ratio                  | % | 1.19 | 4.96 | -75.98%<br>Due to interest cost on Borrowed working capital |
| Return on Capital Employed (ROCE) | % | 4.95 | 6.76 | -26.74%<br>Due to increase in Shareholder's find            |
| Return on Investment              | - | NA   | NA   | NA  |

# Disclosure pursuant to Section 197(12) of the Companies Act, 2013

## "ANNEXURE V"

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2023-24:

| Sr. No. | Name of the Directors / Key Managerial Personnel | Designation                  | Ratio of Remuneration | Percentage increase in Remuneration in the Financial Year |
|---------|--|------------------------------|-----------------------|---|
| 1.      | Hiralal Mahidas Tilva                            | Chairman & Managing Director | 7.73                  | -   |
| 2.      | Rakesh Chhaganbhai Patel                         | Managing Director            | 7.27                  | -   |
| 3.      | Parulben Rakeshbhai Patel                        | Wholetime Director           | 1.82                  | -   |
| 4.      | Sheetal Sanjeevkumar Chaniara                    | Wholetime Director           | 1.36                  | -   |
| 5.      | Avani Nileshkumar Dadhaniya                      | Chief Financial Officer      | 1.36                  | -   |
| 6.      | Drashti Vaghasiya                                | Company Secretary            | 1.66                  | 9.08%   |

2. The percentage increase in the median remuneration of employees in the financial year; 24.55 %
3. The number of permanent employees on the pay rolls of the company; 43
4. As per the policy of the company, average annual increase in the salaries of employees other than the managerial personnel in the last financial year was in the range of 5-10% after considering the performance and other event base compensation. Further, there was no increase in the remuneration of the Key Managerial Personnel in the previous financial year.
5. Further, we confirm that remuneration is as per the remuneration policy of the company.

# Certificate of Non-Disqualification of Directors

## “ANNEXURE-VI”

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

To,  
The Members,  
Ganga Forging Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ganga Forging Limited having CIN: L28910GJ1988PLC011694] and having registered office at Sr. No. 55/1 P6/P1/P1, Near Shree Stamping, At: Sadak Pipaliya, Ta: Gondal, Dis: Rajkot 360311, Gujarat (Hereinafter referred to as “the Company”), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with schedule V para C sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification of Directors Identification Number (DIN) status on the portal of Ministry of Corporate Affairs (MCA) ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Director of companies by the Ministry of Corporate Affairs.

| Sr. No | Name of Director       | DIN      | Designation                  | Date of Appointment |
|--------|------------------------|----------|------------------------------|---------------------|
| 1.     | Hiralal M. Tilva       | 00022539 | Chairman & Managing Director | 02/04/2018          |
| 2.     | Rakesh C. Patel        | 00510990 | Managing Director            | 10/03/2016          |
| 3.     | Sheetal S. Chaniara    | 07528297 | Whole-time Director          | 01/09/2017          |
| 4.     | Parulben R. Patel      | 07528313 | Whole-time Director          | 01/09/2017          |
| 5.     | Jasubhai K. Patel      | 01006449 | Independent Director         | 21/04/2018          |
| 6.     | Rameshbhai G. Dhingani | 07946841 | Independent Director         | 01/03/2018          |
| 7.     | Sagar Ramniklal Govani | 09185913 | Independent Director         | 04/06/2021          |

## Certificate of Non-Disqualification of Directors

|    |                                 |          |                      |            |
|----|---------------------------------|----------|----------------------|------------|
| 8. | Nayankumar Karshanbhai Virparia | 03297965 | Independent Director | 12/03/2022 |
| 9. | Nishith Trivedi                 | 10332082 | Independent Director | 26/09/2023 |

Mr. Nishith Trivedi [DIN: 10332082] was appointed as an Additional Director under the category of Independent Director by the Board in the Board Meeting held on 26<sup>th</sup> September, 2023 and his appointment as an independent Director also approved by the members by passing Special Resolution through Postal Ballot (e-Voting) on 22<sup>nd</sup> December, 2023.

To ensure the eligibility for the Appointment and continuity of every director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Rajkot  
**Date:** 30.08.2024

**For, MJP Associates**  
**Practicing Company Secretaries**  
**Firm Reg No: P2001GJ007900**

**Sd/-**  
**(CS Purvi Dave)**  
**Partner**  
ACS No. 27373 CP 10462  
**PR 1780/2022**  
**UDIN: A027373F001087511**

# Compliance Certificate

## "ANNEXURE-VII"

### COMPLIANCE CERTIFICATE

(Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015)

To,  
The Board of Directors,  
Ganga Forging Limited

Dear Sir/Madam,

Pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, We undersigned hereby declare and certify that:

- A. We have reviewed the financial statements and the cash flow statement of Ganga Forging Limited ("the company") for the year 2023-24 and that to the best of our knowledge and belief, we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with applicable accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2023-24, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
- There are no significant changes in internal control over financial reporting during the year;
  - There are no significant changes in accounting policies during the year; and

# Compliance Certificate

- There are no instances of significant fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date:** 29<sup>th</sup> May, 2024

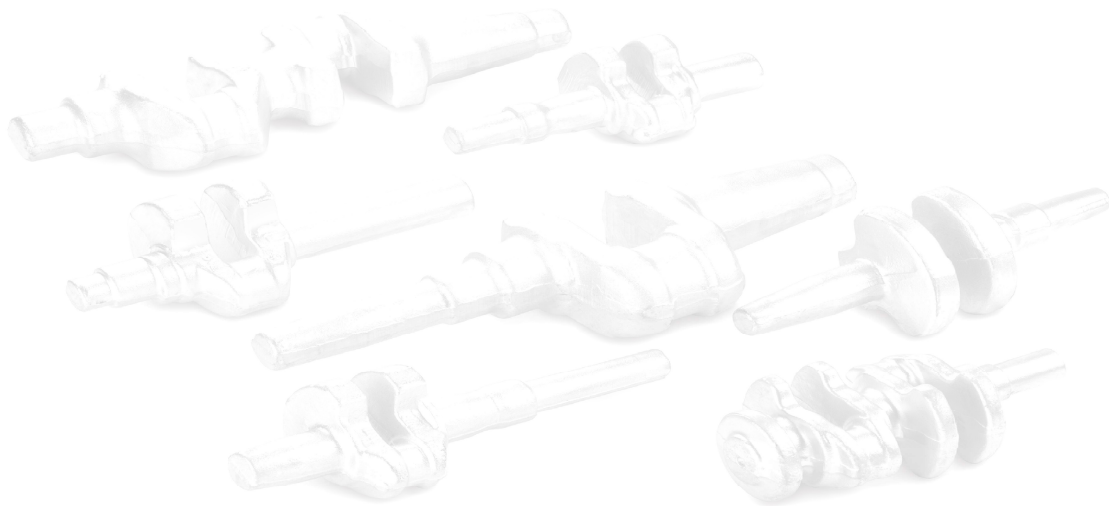
**Place:** Sadak Pipaliya, Rajkot

**For Ganga Forging Limited**

**Sd/-  
Avni Dadhaniya  
Chief Financial Officer**

**Sd/-  
Hiralal M. Tilva  
Chairman & Managing Director  
[DIN: 00022539]**

**Sd/-  
Rakesh Patel  
Managing Director  
[DIN: 00510990]**





# Code of Conduct Declaration

**DECLARATION AFFIRMING COMPLIANCE WITH THE CODE OF CONDUCT**  
(Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015)

To,  
The Members,  
Ganga Forging Limited

Dear Sir/Madam,

As provided under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended, we hereby declare that all the members of the Board and Senior Management personnel of the Company have affirmed compliances with the Code of Conduct for Board of Directors and Senior Management of the company during the financial year ended 31<sup>st</sup> March, 2024.

**Date:** 29<sup>th</sup> May, 2024

**Place:** Sadak Pipaliya, Rajkot

**For Ganga Forging Limited**

Sd/-  
Hiralal M. Tilva  
Chairman & Managing Director  
[DIN: 00022539]

Sd/-  
Rakesh Patel  
Managing Director  
[DIN: 00510990]

# Independent Auditor's Report

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To the Members of Ganga Forging Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of GANGA FORGING LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter  | Auditor's Response  |
|---------|---|---|
| 1       | Recoverability of Trade Receivables Rs. 46.93 Lakhs classified as doubtful under Note 5 to the Audited Financial Statement. | i. Obtained an understanding of the determination of recoverability and assessed and tested the reasonableness of the |

|          |   |   |
|----------|---|---|
|          |   | significant judgements applied by the management.   |
|          |   | <ul style="list-style-type: none"> <li>ii. Evaluated the design of internal controls relating to the trade receivable and also tested the operating effectiveness of the aforesaid controls.</li> <li>iii. Performed analytical procedure and test of details for reasonableness of efforts by the management.</li> </ul>   |
| <b>2</b> | <b>Inventory Valuation and existence</b>  | Our Audit procedures for assessing the valuation of inventories as per Company's policy included but were not limited to the following. <ul style="list-style-type: none"> <li>i. Understood the management process for determining valuation of inventories and tested whether the same is consistency applied;</li> <li>ii. Evaluated and tested on a sample basis the design and operating effectiveness of key controls around inventory valuation operating within the Company.</li> <li>iii. Inquired with the management about the slow moving and obsolete inventories as at 31 March 2024 and evaluated the assessment prepared by the management including forecast used for these inventories on a test check basis.</li> <li>iv. Assessed the appropriateness of disclosures in the financial statements in accordance with the applicable accounting standards.</li> </ul> |
|          | Inventory valuation and existence was an audit focus area because of number of locations that inventory was held at and judgement applied in the valuation of inventory to incorporate inventory shrinkage. |   |
|          | As described in notes to financial statements, inventories are carried at the lower of cost and net realizable value on weighted average basis.   |   |

## Information Other than the Standalone Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the Para "J" below on reporting under Rule 11.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- E. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial.
- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- H. The adverse remark relating to the maintenance of accounts and other matters connected therewith are as stated in the para "B" of above on reporting under Section 143(3) and Clause "vii" of Para "I" below on reporting under Rule 11.
- I. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - iv. (b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or



otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- v. (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- vi. Based on our examination, which included test checks, the Company has used accounting software "Tally Prime" for maintaining its books of account, other than Fixed Asset Register and Payroll, for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1<sup>st</sup>, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For, Nitesh A. Joshi & Co.,**  
Chartered Accountants  
F.R.N. 127578W

**Date :** 29-05-2024

**Place:** Rajkot

**(Nitesh A Joshi)**  
Partner  
Membership No. 124272

UDIN : **24124272BKCMRY5387**

# Annexure “A” to the Independent Auditor’s Report

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(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Ganga Forging Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of GANGA FORGING LIMITED (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

## Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, Nitesh A. Joshi & Co.,**  
Chartered Accountants  
F.R.N. 127578W

**Date :** 29-05-2024

**Place:** Rajkot

**(Nitesh A Joshi)**  
Partner  
Membership No. 124272

**UDIN : 24124272BKCMRY5387**

## Annexure 'B' to the Independent Auditor's Report

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(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Ganga Forging Limited of even date)

- 1**
  - a. In respect to the Company's Property, Plant and Equipment and Intangible Assets;
    - i. The company is maintaining proper records showing full particulars and situation of Property, Plant & Equipment.
    - ii. The company is maintaining proper records showing full particulars of intangible assets.
  - b. As explained to us, all the Property, Plant & Equipment have been physically verified by the management at reasonable intervals.
  - c. The title deeds of immovable properties shown in the financial statements are held in the name of the company
  - d. The company has not revalued its Property, Plant & Equipment, or Intangible assets or both during the year.
  - e. As explained to us, no proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, and the details have been appropriately disclosed in the financial statements.
- 2**
  - a. Physical verification of inventory has been conducted at reasonable intervals by management. In our opinion, the coverage and procedure by the management is appropriate. The aggregate of discrepancies of 10% or more in each class of inventory noticed have been properly dealt with in the books of account.
  - b. The quarterly statements filed by the company with banks agree with the books of the company.
- 3**
  - i. According to the information and explanations given to us, during the year, the Company has not made investments in, provided any guarantee or security granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, LLPs, or any other parties. Accordingly, the provisions of clause 3 (i) (a) to (f) of the Order are not applicable to the Company.
- 4** The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- 5** The company has not accepted any deposits from the public in terms of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or The Reserve Bank of India or any Court or any other Tribunal.
- 6** The company is not required to maintain cost records as prescribed by the Central Government under Section 148(1) of the Act.
- 7**
  - a. As per information and explanations given to us, the company is regular in depositing Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities except delay in few cases. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March 2024 for a period of more than six months from the date they became payable.

- b According to the information and explanation given to us, there are no dues of Goods and Service Tax, sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
- 8** There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 9**
- i Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon from any lender.
  - ii The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
  - iii The Company has applied term loan for the purpose for which the loans were obtained.
  - iv The funds raised on a short-term basis have not been utilised for long term purposes.
  - v According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary and joint venture.
  - vi According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the company has not raised loans during the year on the pledge of securities held in its subsidiary and joint venture.
- 10**
- a The company has not raised money by way of initial public offer or further public offer (Including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - b According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company made preferential allotment of 4,92,50,000 Convertible Warrants each of face value Rs. 5.20 and In our opinion and according to the information and explanation given to us, the Company has utilized funds raised by way of preferential allotment of Convertible Share Warrant for the purposes for which they were raised.
- 11**
- a During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
  - b No report under sub-section (12) of section 143 of the Companies Act has been filed by the Auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - c As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- 12** In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13** The Company has entered into transactions with related parties in compliance with Sections 177 and 188 of Act. The details of such related party transactions have been disclosed in the standalone Ind AS financial statements as required under Accounting Standard (AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- 14**
- a As explained to us and in our opinion, the Company has adequate internal audit system commensurate with the size and the nature of its business.

- b We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15 Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company.
- 16 In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under sub-clause(b),(c) and (d) of clause 3(xvi) of the Order are not applicable.
- 17 The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 18 There has been no resignation of the statutory auditors of the Company during the year.
- 19 On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- 20 Reporting under clause 3(xx) of the Order is not applicable to the Company.
- 21 The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For, Nitesh A. Joshi & Co.,**  
Chartered Accountants  
F.R.N. 127578W

**Date :** 29-05-2024  
**Place:** Rajkot

**(Nitesh A Joshi)**  
Partner  
Membership No. 124272

UDIN : **24124272BKCMRY5387**



## Balance Sheet as on 31st March, 2024

| Particulars                                 | Notes No | [Rs. In Thousand]                    |                           |
|---|----------|--------------------------------------|---------------------------|
|   |          | As at<br>31st March, 2024            | As at<br>31st March, 2023 |
| <b>ASSETS</b>                               |          |                                      |                           |
| <b>Non-current assets</b>                   |          |                                      |                           |
| Property, plant and equipment               | 1        | 164822.85                            | 155530.68                 |
| Capital Work-in-Progress                    | 1        | 0.00                                 | 7476.70                   |
| Intangible assets                           |          |                                      |                           |
| <b>Financial Assets</b>                     |          |                                      |                           |
| Investments                                 |          | 0.00                                 | 0.00                      |
| Loans                                       |          | 0.00                                 | 0.00                      |
| Other Non-Current Financial Assets          | 2        | 1265.75                              | 1116.03                   |
| <b>Other Non-current assets</b>             | 3        | 0.00                                 | 1161.00                   |
|   |          | <b>Total Non-Current assets</b>      | <b>166088.60</b>          |
|   |          |                                      | <b>165284.41</b>          |
| <b>Current assets</b>                       |          |                                      |                           |
| <b>Inventories</b>                          | 4        | 160763.02                            | 111777.43                 |
| <b>Financial Assets</b>                     |          |                                      |                           |
| Investments                                 |          |                                      |                           |
| Trade receivables                           | 5        | 84740.98                             | 57110.41                  |
| Cash and cash equivalents                   | 6        | 8574.32                              | 1800.33                   |
| Other Bank Balances                         |          | 0.00                                 | 0.00                      |
| Loans                                       | 7        | 273.00                               | 399.09                    |
| Other Financial Assets                      | 8        | 0.00                                 | 0.00                      |
| <b>Other Current Assets</b>                 | 9        | 42638.73                             | 10918.20                  |
|   |          | <b>Total Current assets</b>          | <b>296990.05</b>          |
|   |          | <b>Total Assets</b>                  | <b>463078.65</b>          |
|   |          |                                      | <b>347289.88</b>          |
| <b>EQUITY AND LIABILITIES</b>               |          |                                      |                           |
| <b>Equity</b>                               |          |                                      |                           |
| Equity Share capital                        | 10       | 134177.23                            | 105964.41                 |
| Other Equity                                | 11       | 150343.50                            | 27378.22                  |
| Money received against Convertible Warrants |          | 29608.34                             | 0.00                      |
|   |          | <b>Total Equity</b>                  | <b>314129.07</b>          |
|   |          |                                      | <b>133342.63</b>          |
| <b>Liabilities</b>                          |          |                                      |                           |
| <b>Non-current liabilities</b>              |          |                                      |                           |
| <b>Financial Liabilities</b>                |          |                                      |                           |
| Borrowings                                  | 12       | 7749.00                              | 43051.46                  |
| Deposits                                    |          | 0.00                                 | 0.00                      |
| Provisions                                  | 13       | 2568.06                              | 2227.98                   |
| Deferred tax liabilities (Net)              | 14       | 15187.44                             | 12079.96                  |
| Other Non Current Liability                 | 15       | 0.00                                 | 0.00                      |
|   |          | <b>Total non-current liabilities</b> | <b>25504.49</b>           |
|   |          |                                      | <b>57359.40</b>           |
| <b>Current liabilities</b>                  |          |                                      |                           |
| <b>Financial Liabilities</b>                |          |                                      |                           |
| Borrowings                                  | 16       | 92135.96                             | 99923.00                  |
| Trade payables                              | 17       | 19315.14                             | 46439.64                  |
| Other Financial Liabilities                 |          | 0.00                                 | 0.00                      |
| Other Current liabilities                   | 18       | 11349.88                             | 6037.80                   |
| Provisions                                  | 19       | 644.11                               | 4187.41                   |
|   |          | <b>Total current liabilities</b>     | <b>123445.09</b>          |
|   |          | <b>Total Liabilities</b>             | <b>148949.58</b>          |
|   |          | <b>Total Equity and Liabilities</b>  | <b>463078.65</b>          |
|   |          |                                      | <b>347289.88</b>          |

The accompanying Notes to Accounts are an integral part of the financial Statements

As per our report of even date

**For, Nitesh A Joshi & Co**  
Chartered Accountants  
FRN : 127578W

**(Nitesh A Joshi)**  
Partner  
MRN : 124272

Date : 29th May, 2024  
Place : Rajkot

(Sheetal S. Chaniara)  
Director  
DIN : 07528297

(Drashti Vaghasiya)  
Company Secretary  
ACS : A58976

Date : 29th May, 2024  
Place : Rajkot

For and on behalf of the Board

(Hiralal M. Tilva)  
Chairman & Managing Director  
DIN : 00022539

(Avni N. Dadhaniya)  
Chief Financial Officer

## Profit and Loss Statement for the period ended on 31st March, 2024

| Particulars  | Notes No | [Rs. In Thousand]         |                           |
|--|----------|---------------------------|---------------------------|
|  |          | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>INCOME</b>  |          |                           |                           |
| Revenue from operations  | 20       | 372124.02                 | 334096.14                 |
| Other Income   | 21       | 930.20                    | 766.63                    |
| <b>Total Income</b>  |          | <b>373054.22</b>          | <b>334862.77</b>          |
| <b>EXPENSES</b>  |          |                           |                           |
| Cost of Material Consumed  | 22       | 265558.49                 | 233777.52                 |
| Purchase of Finished Goods   | 23       | 0.00                      | 0.00                      |
| Changes in Inventories of Finished Goods                               | 24       | -25943.08                 | -10079.95                 |
| Employee Benefits Expense  | 25       | 20001.03                  | 19369.15                  |
| Finance Costs  | 26       | 8507.34                   | 8086.77                   |
| Depreciation / Amortisation of Expense                                 | 12       | 9968.86                   | 8763.34                   |
| Other Expenses   | 27       | 87536.99                  | 71114.15                  |
| <b>Total Expenses</b>  |          | <b>365629.62</b>          | <b>331030.99</b>          |
| <b>Profit Before exceptional and extraordinary item and Tax</b>        |          | <b>7424.59</b>            | <b>3831.79</b>            |
| Exceptional Items  |          | -116.95                   | -4982.60                  |
| <b>Profit Before extraordinary item and Tax</b>                        |          | <b>7541.54</b>            | <b>8814.39</b>            |
| Extraordinary Items  |          |                           |                           |
| <b>Profit Before Tax</b>   |          | <b>7541.54</b>            | <b>8814.39</b>            |
| <b>Tax Expenses</b>  |          |                           |                           |
| Current Tax  |          | 0.00                      | 0.00                      |
| Deferred Tax   |          | 3107.48                   | -7756.23                  |
| <b>Profit after Tax</b>  |          | <b>4434.07</b>            | <b>16570.61</b>           |
| <b>Other comprehensive income:</b>                                     |          |                           |                           |
| i. Items that will not be reclassified to Statement of Profit and Loss |          | 37.37                     | 275.90                    |
| ii. Items that will be reclassified to Statement of Profit and Loss    |          | 0.00                      | 0.00                      |
| <b>Total comprehensive income for the year</b>                         |          | <b>4471.44</b>            | <b>16846.51</b>           |
| Earnings per Equity Share :  |          |                           |                           |
| Basic  |          | 0.04                      | 0.16                      |
| Diluted  |          | 0.03                      | 0.16                      |

The accompanying Notes to Accounts are an integral part of the financial Statements

As per our report of even date

For and on behalf of the Board

**For, Nitesh A Joshi & Co**  
**Chartered Accountants**  
**FRN : 127578W**

(Sheetal S. Chaniara)  
Director  
DIN : 07528297

(Hiralal M. Tilva)  
Chairman & Managing Director  
DIN : 00022539

**(Nitesh A Joshi)**  
**Partner**  
**MRN : 124272**

(Drashti Vaghasiya)  
Company Secretary

(Avni N. Dadhaniya)  
Chief Financial Officer

Date : 29th May, 2024  
Place : Rajkot

Date : 29th May, 2024  
Place : Rajkot  
ACS : A58976

## Cash Flow Statement for the period Ended on 31st March, 2024

| Particulars   | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>[A] Cash Flow From Operating Activities</b>          |                           |                           |
| Net Profit / (Loss) Before taxes                        | 7541.54                   | 8814.39                   |
| <b>Adjustments for :</b>                                |                           |                           |
| Depreciation  | 9968.86                   | 8763.34                   |
| Profit on Sale of Assets                                | -116.95                   | -4982.60                  |
| Priliminary Expenses Written Off                        | 0.00                      | 453.38                    |
| Interest Income   | -75.77                    | -56.66                    |
| Interest Paid   | 8507.34                   | 8086.77                   |
| <b>Operating Profit Before Working Capital Change</b>   | <b>25825.02</b>           | <b>21078.62</b>           |
| (Increase)/Decrease in Current Asset                    | -108210.59                | -33663.56                 |
| Increase/(Decrease) in Current Liabilities              | -24978.27                 | 2518.88                   |
| (Increase)/Decrease in other Non Current Asset          | 1011.28                   | -116.99                   |
| <b>Cash Generated From Operations</b>                   | <b>-106352.56</b>         | <b>-10183.05</b>          |
| Taxes Paid  | 0.00                      | -709.97                   |
| <b>Net Cash From Operating Activities</b>               | <b>-106352.56</b>         | <b>-10893.02</b>          |
| <b>[B] Cash Flow From Investing Activities</b>          |                           |                           |
| Sales of Fixed Assets                                   | 140.00                    | 7051.00                   |
| Interest Income   | 75.77                     | 56.66                     |
| Purchase of Fixed Assets                                | -11807.39                 | -12704.17                 |
| <b>Net Cash Flow From Investing Activities</b>          | <b>-11591.62</b>          | <b>-5596.52</b>           |
| <b>[C] Cash Flow From Financing Activities</b>          |                           |                           |
| Increase/(Decrease) in Long Term Borrowings             | -35302.46                 | -5636.82                  |
| Increase/(Decrease) in Short Term Borrowings            | -7787.04                  | 31872.88                  |
| Proceeds from issue of Convertible Warrants             | 176315.00                 | 0.00                      |
| Interest Paid   | -8507.34                  | -8086.77                  |
| <b>Net Cash Flow From Financing Activities</b>          | <b>124718.17</b>          | <b>18149.28</b>           |
| <b>Total [A + B + C]</b>                                | <b>6773.99</b>            | <b>1659.75</b>            |
| <b>(Increase)/Decrease in Cash and Cash Equivalents</b> | <b>-6773.99</b>           | <b>-1659.75</b>           |
| Cash and Cash Equivalent at the beginning of the year   | 1800.33                   | 140.59                    |
| Cash and Cash Equivalent at the end of the year         | 8574.32                   | 1800.33                   |

As per our report of even date

For and on behalf of the Board

**For, Nitesh A Joshi & Co**  
**Chartered Accountants**  
**FRN : 127578W**

(Sheetal S. Chaniara)  
 Director  
 DIN : 07528297

(Hiralal M. Tilva)  
 Chairman & Managing Director  
 DIN : 00022539

**(Nitesh A Joshi)**  
**Partner**  
**MRN : 124272**

(Drashti Vaghasiya)  
 Company Secretary

(Avni N. Dadhaniya)  
 Chief Financial Officer

Date : 29th May, 2024  
 Place : Rajkot

Date : 29th May, 2024  
 Place : Rajkot  
 ACS : A58976

# GANGA FORGING LIMITED

## Statement of Changes in Equity

|   | Equity Share     |                 |                  | Other Equity    |                |               |                  |
|---|------------------|-----------------|------------------|-----------------|----------------|---------------|------------------|
| 31st March, 2024                                  | Issued,          | Capital Reserve | Securities       | General Reserve | Retained       | Other         | Total            |
| Balance at the beginning of the reporting period  | 105964.41        | 0.00            | 22429.54         | 1866.14         | 2387.72        | 694.82        | 133342.63        |
| Share Issued during the Year                      | 28212.82         | 0.00            | 118493.84        | 0.00            | 0.00           | 0.00          | 146706.66        |
| Total Comprehensive income for the year           | 0.00             | 0.00            | 0.00             | 0.00            | 4434.07        | 37.37         | 4471.44          |
| Mat Credit Entitlement of Earlier year            | 0.00             | 0.00            | 0.00             | 0.00            | 0.00           | 0.00          | 0.00             |
| <b>Balance at the end of the reporting period</b> | <b>134177.23</b> | <b>0.00</b>     | <b>140923.39</b> | <b>1866.14</b>  | <b>6821.79</b> | <b>732.19</b> | <b>284520.73</b> |

|   | Equity Share     |                 |                 | Other Equity    |                |               |                  |
|---|------------------|-----------------|-----------------|-----------------|----------------|---------------|------------------|
| 31st March, 2023                                  | Issued,          | Capital Reserve | Securities      | General Reserve | Retained       | Other         | Total            |
| Balance at the beginning of the reporting period  | 105964.41        | 0.00            | 22429.54        | 1866.14         | -14182.89      | 418.92        | 116496.12        |
| Total Comprehensive income for the year           | 0.00             | 0.00            | 0.00            | 0.00            | 16570.61       | 275.90        | 16846.51         |
| Mat Credit Entitlement of Earlier year            | 0.00             | 0.00            | 0.00            | 0.00            | 0.00           | 0.00          | 0.00             |
| <b>Balance at the end of the reporting period</b> | <b>105964.41</b> | <b>0.00</b>     | <b>22429.54</b> | <b>1866.14</b>  | <b>2387.72</b> | <b>694.82</b> | <b>133342.63</b> |

As per our report of even date

For, Nitesh A Joshi & Co

Chartered Accountants

FRN : 127578W

(Nitesh A Joshi)

Partner

MRN : 124272

Date : 29th May, 2024

Place : Rajkot

Date : 29th May, 2024

Place : Rajkot

For and on behalf of the Board

(Sheetal S. Chaniara)

Director

DIN : 07528297

(Drashti Vaghasiya)

Company Secretary

ACS : A58976

(Hiralal M. Tilva)

Chairman & Managing Director

DIN : 00022539

(Avni N. Dadhaniya)

Chief Financial Officer

# GANGA FORGING LIMITED

## Significant Accounting Policy to the Audited Financial Statement for the Year ended on 31<sup>st</sup> March, 2024

### A Corporate Information

Ganga Forging Limited (Formerly known as Ganga Forging Private Limited and converted to Public Limited Company on 30th October, 2017) was incorporated on 29th December, 1988. The company is engaged in the business of own Production and Job work of forging items and accordingly sale of forging items and job work income are core and strategic activities.

### B Significant Accounting Policies

#### B.1 Basis of Preparation of Financial Statements

**Statement of Compliance with Indian Accounting Standards (IND AS):** The financial statements have been prepared in accordance with IND AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and other accounting principles generally accepted in India

#### B.2 Summary of Significant Accounting Policies

##### B.2.1 Property, Plant and Equipment

Property, Plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on Property, plant and equipment is provided on Straight Line Method (SLM) over the estimated useful lives of the assets considering the nature, estimated usage, operating conditions, past history or replacement, anticipated technological changes, manufacturer's warranties and maintenance support.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II.

| Assets description  | Useful life as per management<br>(as technically assessed) | Useful life under<br>schedule II |
|---------------------|--|----------------------------------|
| office buildings    | 30 years   | 60 years                         |
| Plant and machinery | 10 – 25 Years  | 15 years                         |

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

##### B.2.2 Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net

# GANGA FORGING LIMITED

## Significant Accounting Policy to the Audited Financial Statement for the Year ended on 31<sup>st</sup> March, 2024

charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from de recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

### **B.2.3 Inventories**

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Cost of raw materials, consumable and other products are determined on weighted average basis.

### **B.2.4 Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### **B.2.5 Employee Benefits Expense**

#### **Short Term Employee Benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

#### **Post-Employment Benefits**

##### **Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions to the Provident Fund. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

##### **Defined Benefit Plans**

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.



# GANGA FORGING LIMITED

## Significant Accounting Policy to the Audited Financial Statement for the Year ended on 31<sup>st</sup> March, 2024

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

### **Other Long-term Employee Benefits:**

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulations of leave. The Company determines the liability for such accumulated leaves using the Projected Unit Credit Method with actuarial valuations being carried out at each Balance Sheet date.

The Leave Encashment liability amount is contributed to the fund managed by LIC exclusively for Leave Encashment payment to the employees.

### **B.2.6 Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

- **Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- **Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

### **B.2.7 Foreign currencies transactions**

The functional currency of the company is the Indian Rupee. These financial statements are presented in Indian Rupees.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Gain or losses upon settlement of foreign currency transactions are recognized in the statement of profit and loss for the period in which the transaction is settled.

### **B.2.8 Revenue recognition**

# GANGA FORGING LIMITED

## Significant Accounting Policy to the Audited Financial Statement for the Year ended on 31<sup>st</sup> March, 2024

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection.

- **Sale of goods**  
Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.
- **Income from services**  
Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.
- **Other Income**
  - **Interest income**  
Interest income from a financial asset is recognized using effective interest rate method.
  - **Dividend Income**  
Dividend income on investments is recognized when the right to receive dividend is established.

### B.2.9 Financial instruments

#### B.2.9.1 Financial Assets

- **Initial recognition and measurement**  
All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.
- **Subsequent measurement**
  - **Financial assets carried at amortized cost (AC)**  
A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
  - **Financial assets at fair value through other comprehensive income (FVTOCI)**  
A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
  - **Financial assets at fair value through profit or loss (FVTPL)**  
A financial asset which is not classified in any of the above categories are measured at FVTPL.
- **Investment in subsidiaries, Associates and Joint Ventures**  
The Company has accounted for its investments in joint venture at cost.
- **Other Equity Investments**

# GANGA FORGING LIMITED

## Significant Accounting Policy to the Audited Financial Statement for the Year ended on 31<sup>st</sup> March, 2024

All other equity investments are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

### B.2.9.2 Financial Liabilities

- **Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

- **Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### B.2.10 Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

**Level 1:** Quoted (unadjusted) prices in active markets for identical assets or liabilities.

**Level 2:** Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3:** Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## C Critical Accounting Judgements and Key Sources of Estimation Uncertainty

### C.1 Useful lives and residual values of property, plant and equipment

Property, plant and equipment represent a material portion of the Company's asset base. The periodic charge of depreciation is derived after estimating useful life of an asset and expected residual value at the end of its useful life. The useful lives and residual values of assets are estimated by the management at the time the

# GANGA FORGING LIMITED

## Significant Accounting Policy to the Audited Financial Statement for the Year ended on 31<sup>st</sup> March, 2024

asset is acquired and reviewed periodically, including at each financial year end. The lives are based on various external and internal factors including historical experience, relative efficiency and operating costs and change in technology.

### **C.2 Income taxes**

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes including amounts to be recovered or paid for uncertain tax positions. Management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

### **C.3 Defined benefit obligations**

Defined benefit obligations are measured at fair value for financial reporting purposes. Fair value determined by actuary is based on actuarial assumptions. Management judgement is required to determine such actuarial assumptions. Such assumptions are reviewed annually using the best information available with the Management.

### **C.4 Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystalizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 1.00 Property, Plant &amp; Equipment

[Rs. In Thousand]

| Particulars                            | GROSS BLOCK                           |                 |                  | Gross Block as on<br>31st March, 2024 |
|--|---------------------------------------|-----------------|------------------|---------------------------------------|
|  | Gross Block as on<br>01st April, 2023 | Addition        | Deduction / Sold |                                       |
| Land                                   | 4377.60                               | 0.00            | 0.00             | 4377.60                               |
| Buildings                              | 58650.55                              | 598.75          | 0.00             | 59249.30                              |
| Computers And Data Processing Units    | 882.76                                | 0.00            | 0.00             | 882.76                                |
| Electrical Installations And Equipment | 12865.62                              | 0.00            | 0.00             | 12865.62                              |
| Furniture And Fittings                 | 2004.27                               | 0.00            | 0.00             | 2004.27                               |
| Motor Vehicles                         | 828.60                                | 0.00            | 0.00             | 828.60                                |
| Office Equipment                       | 1871.85                               | 1.40            | 0.00             | 1873.25                               |
| Plant And Machinery                    | 129768.52                             | 18683.94        | 461.05           | 147991.41                             |
|  | <b>211249.76</b>                      | <b>19284.09</b> | <b>461.05</b>    | <b>230072.80</b>                      |
| Capital Work - in - Progress           | 7476.70                               | 0.00            | 7476.70          | 0.00                                  |
| <b>Total Assets</b>                    | <b>218726.46</b>                      | <b>19284.09</b> | <b>7937.75</b>   | <b>230072.80</b>                      |

## 1.01 Property, Plant &amp; Equipment

| Particulars                            | ACCUMULATED DEPRECIATION                          |                              |               | Depreciation<br>Reserve as on 31st<br>March, 2024 |
|--|---|------------------------------|---------------|---|
|  | Depreciation<br>Reserve as on 01st<br>April, 2023 | Depreciation for<br>the Year | Deduction     |   |
| Land                                   | 0.00  | 0.00                         | 0.00          | 0.00  |
| Buildings                              | 12660.53  | 1844.63                      | 0.00          | 14505.15  |
| Computers And Data Processing Units    | 802.50  | 18.37                        | 0.00          | 820.86  |
| Electrical Installations And Equipment | 7426.40   | 1085.44                      | 0.00          | 8511.84   |
| Furniture And Fittings                 | 1513.29   | 155.67                       | 0.00          | 1668.96   |
| Motor Vehicles                         | 569.73  | 72.46                        | 0.00          | 642.20  |
| Office Equipment                       | 1467.10   | 142.39                       | 0.00          | 1609.48   |
| Plant And Machinery                    | 31279.54  | 6649.90                      | 437.99        | 37491.45  |
|  | <b>55719.08</b>                                   | <b>9968.86</b>               | <b>437.99</b> | <b>65249.95</b>                                   |

| Particulars                            | NET BLOCK                 |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Land                                   | 4377.60                   | 4377.60                   |
| Buildings                              | 44744.15                  | 45990.02                  |
| Computers And Data Processing Units    | 61.89                     | 80.26                     |
| Electrical Installations And Equipment | 4353.78                   | 5439.22                   |
| Furniture And Fittings                 | 335.30                    | 490.98                    |
| Motor Vehicles                         | 186.41                    | 258.87                    |
| Office Equipment                       | 263.76                    | 404.75                    |
| Plant And Machinery                    | 110499.96                 | 98488.98                  |
|  | <b>164822.85</b>          | <b>155530.68</b>          |
| Capital Work - in - Progress           | 0.00                      | 7476.70                   |
| <b>Total Assets</b>                    | <b>164822.85</b>          | <b>163007.38</b>          |

## 2.00 Other Non-Current Financial Assets

(Unsecured, Considered good unless otherwise stated)

[Rs. In Thousand]

| Particulars             | As at            | As at            |
|-------------------------|------------------|------------------|
|                         | 31st March, 2024 | 31st March, 2023 |
| Deposits held with Bank | 1221.04          | 1087.95          |
| Security Deposits       | 44.71            | 28.09            |
|                         | <b>1265.75</b>   | <b>1116.03</b>   |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

**3.00 Other Non-Current Assets**

(Unsecured, Considered good unless otherwise stated)

| Particulars                      | [Rs. In Thousand]         |                           |
|----------------------------------|---------------------------|---------------------------|
|                                  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Capital Advances                 | 0.00                      | 1161.00                   |
| Priliminary Expenses Written Off | 0.00                      | 0.00                      |
|                                  | <b>0.00</b>               | <b>1161.00</b>            |

**4.00 Inventories**

| Particulars       | [Rs. In Thousand]         |                           |
|-------------------|---------------------------|---------------------------|
|                   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Iron & Steels     | 38207.89                  | 17833.43                  |
| Furnace Oil       | 2679.24                   | 465.20                    |
| Finish Goods      | 41269.32                  | 46659.54                  |
| Waste & Scrap     | 5946.54                   | 639.25                    |
| Consumable Stores | 2454.00                   | 2000.00                   |
| Die Block         | 70206.02                  | 44180.02                  |
|                   | <b>160763.02</b>          | <b>111777.43</b>          |

**5.00 Trade Receivable**

| Particulars                                    | [Rs. In Thousand]         |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Undisputed Trade Receivable</b>             |                           |                           |
| Considered Good                                | 80047.52                  | 51209.94                  |
| Which have Significant Increase in Credit Risk | 0.00                      | 0.00                      |
| Credit Impaired                                | 0.00                      | 0.00                      |
| <b>Disputed Trade Receivable</b>               |                           |                           |
| Considered Good                                | 0.00                      | 0.00                      |
| Which have Significant Increase in Credit Risk | 4693.46                   | 5900.47                   |
| Credit Impaired                                | 0.00                      | 0.00                      |
|  | <b>84740.98</b>           | <b>57110.41</b>           |

**5.01 Trade Receivable Aging as on 31st March, 2024**

| Particulars                                    | Outstanding for Following Periods from Due Date of Payment |                      |              |              |                      |
|--|--|----------------------|--------------|--------------|----------------------|
|  | Less than<br>6 Months                                      | 6 Months -<br>1 Year | 1-2<br>Years | 2-3<br>Years | More Than<br>3 Years |
| <b>Undisputed Trade Receivable</b>             |  |                      |              |              |                      |
| Considered Good                                | 65894.78   | 159.88               | 0.00         | 0.00         | 13992.86             |
| Which have Significant Increase in Credit Risk | 0.00   | 0.00                 | 0.00         | 0.00         | 0.00                 |
| Credit Impaired                                | 0.00   | 0.00                 | 0.00         | 0.00         | 0.00                 |
| <b>Disputed Trade Receivable</b>               |  |                      |              |              |                      |
| Considered Good                                | 0.00   | 0.00                 | 0.00         | 0.00         | 0.00                 |
| Which have Significant Increase in Credit Risk | 0.00   | 0.00                 | 0.00         | 0.00         | 4693.46              |
| Credit Impaired                                | 0.00   | 0.00                 | 0.00         | 0.00         | 0.00                 |
|  | <b>65894.78</b>  | <b>159.88</b>        | <b>0.00</b>  | <b>0.00</b>  | <b>18686.32</b>      |



## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 5.02 Trade Receivable Aging as on 31st March, 2023

| Particulars  | Outstanding for Following Periods from Due Date of Payment |                      |                |                 |                      |
|--|--|----------------------|----------------|-----------------|----------------------|
|  | Less than<br>6 Months                                      | 6 Months -<br>1 Year | 1-2<br>Years   | 2-3<br>Years    | More Than<br>3 Years |
| <b>Undisputed Trade Receivable</b>                   |  |                      |                |                 |                      |
| Considered Good                                      | 35260.09   | 774.88               | 3205.06        | 11969.91        | 0.00                 |
| Which have<br>Significant Increase<br>in Credit Risk | 0.00   | 0.00                 | 0.00           | 0.00            | 0.00                 |
| Credit Impaired                                      | 0.00   | 0.00                 | 0.00           | 0.00            | 0.00                 |
| <b>Disputed Trade Receivable</b>                     |  |                      |                |                 |                      |
| Considered Good                                      | 0.00   | 0.00                 | 0.00           | 0.00            | 0.00                 |
| Which have<br>Significant Increase<br>in Credit Risk | 0.00   | 0.00                 | 0.00           | 5900.47         | 0.00                 |
| Credit Impaired                                      | 0.00   | 0.00                 | 0.00           | 0.00            | 0.00                 |
|  | <b>35260.09</b>  | <b>774.88</b>        | <b>3205.06</b> | <b>17870.38</b> | <b>0.00</b>          |

## 6.00 Cash and Cash Equivalents

| Particulars         | [Rs. In Thousand]         |                           |
|---------------------|---------------------------|---------------------------|
|                     | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Balances with banks | 8091.94                   | 1709.21                   |
| Cash on hand        | 482.38                    | 91.13                     |
|                     | <b>8574.32</b>            | <b>1800.33</b>            |

## 7.00 Loans

(Unsecured, Considered good unless otherwise stated)

| Particulars   | [Rs. In Thousand]         |                           |
|---------------|---------------------------|---------------------------|
|               | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Loan to Staff | 273.00                    | 399.09                    |
|               | <b>273.00</b>             | <b>399.09</b>             |

## 8.00 Other Financial Assets

(Unsecured, Considered good unless otherwise stated)

| Particulars      | [Rs. In Thousand]         |                           |
|------------------|---------------------------|---------------------------|
|                  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Accrued Interest | 0.00                      | 0.00                      |
|                  | <b>0.00</b>               | <b>0.00</b>               |

## 9.00 Other Current Assets

(Unsecured, Considered good unless otherwise stated)

| Particulars                           | [Rs. In Thousand]         |                           |
|---------------------------------------|---------------------------|---------------------------|
|                                       | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Receivables from Income Tax Authority | 1078.19                   | 1411.96                   |
| Receivables from GST Authority        | 718.68                    | 2611.75                   |
| Advance to Supplier                   | 1223.41                   | 4454.12                   |
| Advance to Employees                  | 786.00                    | 1470.09                   |
| Export Incentive Receivable           | 24.31                     | 24.31                     |
| Prepaid Expenses                      | 753.72                    | 895.99                    |
| Other Advances                        | 38054.43                  | 50.00                     |
|                                       | <b>42638.73</b>           | <b>10918.20</b>           |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 10.00 Share Capital

| Particulars   | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Authorised Share Capital</b>   |                           |                           |
| 18000000 Equity Shares of Re. 1 Each<br>(PY 12000000 Equity Shares of Re. 1 Each)   | 180000.00                 | 120000.00                 |
|   | <b>180000.00</b>          | <b>120000.00</b>          |
| <b>Issued, Subscribed &amp; Paid up Capital</b>                                     |                           |                           |
| 134177230 Equity Shares of Re. 1 Each<br>(PY 105964410 Equity Shares of Re. 1 Each) | 134177.23                 | 105964.41                 |
|   | <b>134177.23</b>          | <b>105964.41</b>          |

10.01 Par value of the share 1 1

## 10.02 Reconciliation of the number of shares

|  | [Rs. In Thousand] |                           |               |                           |
|--|-------------------|---------------------------|---------------|---------------------------|
|  | No. of Shares     | As at<br>31st March, 2024 | No. of Shares | As at<br>31st March, 2023 |
| Shares outstanding at the beginning of | 105964410         | 105964.41                 | 105964410     | 105964.41                 |
| Add : Issued during the year           | 28212820          | 28212.82                  | 0             | 0.00                      |
| Less : Shares bought back during the   | 0                 | 0.00                      | 0             | 0.00                      |
| Shares outstanding at end of the year  | 134177230         | 134177.23                 | 105964410     | 105964.41                 |

## 10.03 Details of more than 5% of total shares, held by each shareholder

| Particulars               | As at<br>31st March, 2024 |              | As at<br>31st March, 2023 |              |
|---------------------------|---------------------------|--------------|---------------------------|--------------|
|                           | No of Share Held          | % of Holding | No of Share Held          | % of Holding |
| Hiralal Mahidas Tilva     | 16027360                  | 11.94%       | 16027360                  | 15.13%       |
| Shitalben Manishkumar Nar | 5370140                   | 4.00%        | 9770140                   | 9.22%        |
| Parulben Rakeshbhai Patel | 2625696                   | 1.96%        | 5475696                   | 5.17%        |
| Rakesh Chhaganlal Patel   | 8622240                   | 6.43%        | 8622240                   | 8.14%        |
| Manishkumar C Patel       | 2587840                   | 1.93%        | 8622210                   | 8.14%        |

## 10.04 Shareholding of Promoters and Promoters Group as on 31.03.2023

| Particulars                     | As at<br>31st March, 2024 |              | As at<br>31st March, 2023 |              | % Change During the<br>FY 2023 - 24 |
|---------------------------------|---------------------------|--------------|---------------------------|--------------|-------------------------------------|
|                                 | No. of Share              | % of Holding | No. of Share              | % of Holding |                                     |
| Hiralal Mahidas Tilva           | 16027360                  | 11.94%       | 16027360                  | 15.13%       | -3.18%                              |
| Parulben Rakeshbhai<br>Patel    | 2625696                   | 1.96%        | 5475696                   | 5.17%        | -3.21%                              |
| Shitalben<br>Manishkumar Nar    | 5370140                   | 4.00%        | 9770140                   | 9.22%        | -5.22%                              |
| Rakesh Chhaganlal<br>Patel      | 8622240                   | 6.43%        | 8622240                   | 8.14%        | -1.71%                              |
| Manishkumar C Patel             | 2587840                   | 1.93%        | 8622210                   | 8.14%        | -6.21%                              |
| Daxaben Hiralal Tilva           | 2772215                   | 2.07%        | 2772215                   | 2.62%        | -0.55%                              |
| Avni Nileshkumar<br>Dadhaniya   | 2733330                   | 2.04%        | 2733330                   | 2.58%        | -0.54%                              |
| Hetal Mayurkumar<br>Kalaria     | 3733330                   | 2.78%        | 3733330                   | 3.52%        | -0.74%                              |
| Sheetal Sanjivkumar<br>Chaniara | 3733330                   | 2.78%        | 3733330                   | 3.52%        | -0.74%                              |
| Harsh Manishbhai<br>Nar         | 5212820                   | 3.89%        | 0                         | 0.00%        | 3.89%                               |
| Chhaniyara<br>Sanjivkumar V     | 1350000                   | 1.01%        | 1586660                   | 1.50%        | -0.49%                              |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

**10.05 Shares allotted, as fully paid up pursuant to contracts without payment being received in cash/ by way of bonus shares and shares bought back during the preceding five years**

The Company has issued 2649110 fully paid Bonus shares during FY 2020-21. The Company has not bought back any equity shares during the period of five years immediately preceding the Balance sheet date.

**11.00 Other Equity**

| Particulars                                 | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Securities Premium</b>                   |                           |                           |
| Opening Balance                             | 22429.54                  | 22429.54                  |
| Add : Addition during the year              | 118493.84                 | 0.00                      |
|   | <b>140923.39</b>          | <b>22429.54</b>           |
| <b>General Reserve</b>                      |                           |                           |
| Opening Balance                             | 1866.14                   | 1866.14                   |
| Add : Transferred from Retained Earning     |                           | 0.00                      |
|   | <b>1866.14</b>            | <b>1866.14</b>            |
| <b>Retained Earnings</b>                    |                           |                           |
| Opening Balance                             | 2387.72                   | -14182.89                 |
| Add : Profit for the year                   | 4434.07                   | 16570.61                  |
| Less : Mat Credit Entitlement               | 0.00                      | 0.00                      |
|   | <b>6821.79</b>            | <b>2387.72</b>            |
| <b>Other Comprehensive Income (OCI)</b>     |                           |                           |
| Opening Balance                             | 694.82                    | 418.92                    |
| Add : Movement in OCI (Net) during the year | 37.37                     | 275.90                    |
|   | <b>732.19</b>             | <b>694.82</b>             |
|   | <b>150343.50</b>          | <b>27378.22</b>           |

**11.00 Money received against share Warrants**

| Particulars                                       | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Money received against Convertible Share Warrants | 29608.34                  | 0.00                      |
|   | <b>29608.34</b>           | <b>0.00</b>               |

During the year, the Company made preferential allotment of 4,92,50,000 Convertible Warrants each of face value Rs. 5.20 on payment of Rs. 1.30 per Warrant on application and balance amount to be paid within 18 Months from the date of allotment of Convertible Warrants. The Company received total Warrants Application amount Rs. 6,40,25,000 and further amount Rs. 11,22,90,000 towards balance payment of Convertible Warrants, out of which Rs. 14,67,06,664 being a fully paid Convertible Warrant amount, the Company has allotted 2,82,12,820 fully paid Equity Shares of Re. 1 each at Security Premium Rs. 4.20 per Equity Share. The balance amount Rs. 2,96,08,336 represents party paid amount against Convertible Share Warrants.

**12.00 Long Term Borrowings**

| Particulars                          | [Rs. In Thousand]         |                |                           |                 |
|--------------------------------------|---------------------------|----------------|---------------------------|-----------------|
|                                      | As at<br>31st March, 2024 |                | As at<br>31st March, 2023 |                 |
|                                      | Non - Current             | Current        | Non - Current             | Current         |
| <b>Secured - at Amortized Cost</b>   |                           |                |                           |                 |
| Term Loan from Bank                  | 0.00                      | 2320.80        | 2884.61                   | 17766.66        |
| <b>Unsecured - at Amortized Cost</b> |                           |                |                           |                 |
| Loans from Directors                 | 7749.00                   | 0.00           | 40166.85                  | 0.00            |
|                                      | <b>7749.00</b>            | <b>2320.80</b> | <b>43051.46</b>           | <b>17766.66</b> |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 12.01 Details of Terms of Repayment, nature of security and Rate of Interest

| Details of Loan /<br>Nature of Security   | Rate of Interest | Terms of<br>Repayment | [Rs. In Thousand]                     |
|---|------------------|-----------------------|---------------------------------------|
|   |                  |                       | Outstanding As at<br>31st March, 2024 |
| 1. Term Loan From Axis bank Limited   | 9.00 % p.a.      | EMI of Rs. 1200000    | 2320.80                               |
| (Term loan is secured by Hypothecation of all existing and future movable fixed assets of the company and further secured by way of Equitable mortgage on Industrial Land & Building of Company situated Survey No 55/1 paiki 6, Paiki 1, Paiki 1, Vill: Pipaliya, Rajkot.)<br>(Entire Term Loan is carrying personal guarantee of Hiralal M Tilva, Rakesh C Patel, Parul R Patel, Sheetal S Chaniara and Avni Dadhania Directors of the Company) |                  |                       |                                       |
| 5. Unsecured deposit from Hiralal M Tilva   | Mutually decided | Mutually decided      | 7749.00                               |

## 13.00 Non - Current Provision

| Particulars                             | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Provisions for Employee Benefits</b> |                           |                           |
| Defined Benefit Obligation Gratuity     | 2568.06                   | 2227.98                   |
|   | <b>2568.06</b>            | <b>2227.98</b>            |

## 14.00 Deferred Tax Liability / (Asset) (Net)

| Particulars                                   | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Opening Balance                               | 12079.96                  | 19836.19                  |
| Add : Deferred Tax Liability for Current Year | 3107.48                   | -7756.23                  |
| Closing Balance                               | <b>15187.44</b>           | <b>12079.96</b>           |

## 15.00 Other Non Current Liability

| Particulars                | [Rs. In Thousand]         |                           |
|----------------------------|---------------------------|---------------------------|
|                            | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Advance for Capital Assets | 0.00                      | 0.00                      |
|                            | <b>0.00</b>               | <b>0.00</b>               |

## 16.00 Borrowing - Current

| Particulars                                    | [Rs. In Thousand]         |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Loan Repayable on Demand</b>                |                           |                           |
| From Bank                                      | 89815.16                  | 82156.34                  |
| <b>Current Maturity of Long Term Borrowing</b> |                           |                           |
| From Bank                                      | 2320.80                   | 17766.66                  |
|  | <b>92135.96</b>           | <b>99923.00</b>           |

## 16.01 Details of Terms of Repayment, nature of security and Rate of Interest

| Details of Loan /<br>Nature of Security  | Rate of Interest | Terms of<br>Repayment | [Rs. In Thousand]                     |
|--|------------------|-----------------------|---------------------------------------|
|  |                  |                       | Outstanding As at<br>31st March, 2024 |
| 1. Cash Credit Limit From Axis Bank Limited (Limit Rs. 900.00 Lakh)  | 9.00 % p.a.      | Repayable on Demand   | 89815.16                              |
| (Term loan is secured by Hypothecation of entire current assets of the company and further secured by way of Equitable mortgage on Industrial Land & Building of Company situated Survey No 55/1 paiki 6, Paiki 1, Paiki 1, Vill: Pipaliya, Rajkot.)<br>(Entire Term Loan is carrying personal guarantee of Hiralal M Tilva, Rakesh C Patel, Parul R Patel, Sheetal S Chaniara and Avni Dadhania Directors of the Company) |                  |                       |                                       |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 17.00 Trade Payable

| Particulars                                    | [Rs. In Thousand]         |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Micro, Small and Medium Enterprises            | 3585.77                   | 10949.42                  |
| Others   | 15729.36                  | 35490.23                  |
| Disputed - Micro, Small and Medium Enterprises | 0.00                      | 0.00                      |
| Disputed - Others                              | 0.00                      | 0.00                      |
|  | <b>19315.14</b>           | <b>46439.64</b>           |

## 17.01 Trade Payable Aging Schedule as on 31st March, 2024

| Particulars                                    | Outstanding for following periods from the due date of payment |              |              |                      | Total           |
|--|--|--------------|--------------|----------------------|-----------------|
|  | Less Than<br>1 Year  | 1-2<br>Years | 2-3<br>Years | More than<br>3 Years |                 |
| Micro, Small and Medium Enterprises            | 3585.77  | 0.00         | 0.00         | 0.00                 | 3585.77         |
| Others   | 15573.69   | 85.84        | 69.83        | 0.00                 | 15729.36        |
| Disputed - Micro, Small and Medium Enterprises | 0.00   | 0.00         | 0.00         | 0.00                 | 0.00            |
| Disputed - Others                              | 0.00   | 0.00         | 0.00         | 0.00                 | 0.00            |
|  | <b>19159.47</b>  | <b>85.84</b> | <b>69.83</b> | <b>0.00</b>          | <b>19315.14</b> |

## 17.02 Trade Payable Aging Schedule as on 31st March, 2023

| Particulars                                    | Outstanding for following periods from the due date of payment |               |              |                      | Total           |
|--|--|---------------|--------------|----------------------|-----------------|
|  | Less Than<br>1 Year  | 1-2<br>Years  | 2-3<br>Years | More than<br>3 Years |                 |
| Micro, Small and Medium Enterprises            | 10949.42   | 0.00          | 0.00         | 0.00                 | 10949.42        |
| Others   | 34826.74   | 619.73        | 43.11        | 0.65                 | 35490.23        |
| Disputed - Micro, Small and Medium Enterprises | 0.00   | 0.00          | 0.00         | 0.00                 | 0.00            |
| Disputed - Others                              | 0.00   | 0.00          | 0.00         | 0.00                 | 0.00            |
|  | <b>45776.16</b>  | <b>619.73</b> | <b>43.11</b> | <b>0.65</b>          | <b>46439.64</b> |

## 18.00 Other Current Liability

| Particulars                     | [Rs. In Thousand]         |                           |
|---------------------------------|---------------------------|---------------------------|
|                                 | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Advance Received against Orders | 4251.15                   | 1862.57                   |
| GST Payable                     | 31.20                     | 22.90                     |
| TDS Payable                     | 426.32                    | 487.10                    |
| TCS Payable                     | 41.34                     | 68.14                     |
| Professional Tax Payable        | 214.76                    | 176.96                    |
| Other Trade Payable             | 6385.11                   | 3420.13                   |
|                                 | <b>11349.88</b>           | <b>6037.80</b>            |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 19.00 Short Term Provisions

| Particulars                             | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Provisions for Employee Benefits</b> |                           |                           |
| Salaries                                | 0.00                      | 877.24                    |
| Gratuity                                | 239.12                    | 50.91                     |
| Bonus to Staff                          | 0.00                      | 2379.63                   |
| Provident Fund                          | 53.59                     | 128.15                    |
| Leave Encashment                        | 0.00                      | 574.87                    |
| Gujarat Labour Welfare Fund             | 1.40                      | 1.60                      |
| <b>Other Provisions</b>                 |                           |                           |
| Audit Fees                              | 350.00                    | 175.00                    |
| Other Expenses                          | 0.00                      | 0.00                      |
| Income Tax                              | 0.00                      | 0.00                      |
|   | <b>644.11</b>             | <b>4187.41</b>            |

## 20.00 Revenue From Operation

| Particulars                      | [Rs. In Thousand]         |                           |
|----------------------------------|---------------------------|---------------------------|
|                                  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Sale of Products</b>          |                           |                           |
| Export                           | 20467.52                  | 15228.88                  |
| Domestic                         | 346938.53                 | 314667.02                 |
| <b>Other Operating Income</b>    |                           |                           |
| Net Foreign Exchange Difference  | 198.85                    | 124.53                    |
| Net gain from expenses recovered | 288.05                    | 25.74                     |
| Export Incentives                | 365.65                    | 159.06                    |
| Jobwork Income                   | 3865.43                   | 3890.91                   |
|                                  | <b>372124.02</b>          | <b>334096.14</b>          |

## 21.00 Other Income

| Particulars                                | [Rs. In Thousand]         |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Interest</b>                            |                           |                           |
| Bank Deposits                              | 75.77                     | 56.66                     |
| Others                                     | 854.43                    | 0.00                      |
| Excess Provision of Income Tax Written Off | 0.00                      | 709.97                    |
| Interest Subsidy Received                  | 0.00                      | 0.00                      |
|  | <b>930.20</b>             | <b>766.63</b>             |

## 22.00 Cost of Raw Material Consumption

| Particulars                                 | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Opening Stock</b>                        |                           |                           |
| Iron & Steel                                | 17833.43                  | 7940.64                   |
| Furnace Oil                                 | 465.20                    | 224.24                    |
|   | <b>[a] 18298.63</b>       | <b>8164.88</b>            |
| Add : Purchase (Net)                        | <b>[b] 288146.99</b>      | <b>243911.27</b>          |
| <b>Less : Closing Stock</b>                 |                           |                           |
| Iron & Steel                                | 38207.89                  | 17833.43                  |
| Furnace Oil                                 | 2679.24                   | 465.20                    |
|   | <b>[c] 40887.13</b>       | <b>18298.63</b>           |
| <b>Raw Material Consumption [a + b - c]</b> | <b>265558.49</b>          | <b>233777.52</b>          |



## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 23.00 Purchase of Finished Goods

| Particulars    | [Rs. In Thousand]         |                           |
|----------------|---------------------------|---------------------------|
|                | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Finished Goods | 0.00                      | 0.00                      |
|                | <b>0.00</b>               | <b>0.00</b>               |

## 24.00 Changes in inventories

| Particulars                                 | [Rs. In Thousand]         |                           |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b><u>Inventories (at close)</u></b>        |                           |                           |
| Finish Goods                                | 41269.32                  | 46659.54                  |
| Waste & Scrap                               | 5946.54                   | 639.25                    |
| Die Block                                   | 70206.02                  | 44180.02                  |
|   | <b>117421.89</b>          | <b>91478.81</b>           |
| <b><u>Inventories (at commencement)</u></b> |                           |                           |
| Finish Goods                                | 46659.54                  | 44755.94                  |
| Waste & Scrap                               | 639.25                    | 407.81                    |
| Die Block                                   | 44180.02                  | 36235.11                  |
|   | <b>91478.81</b>           | <b>81398.86</b>           |
| <b>Change in Inventory</b>                  | <b>-25943.08</b>          | <b>-10079.95</b>          |

## 25.00 Employee Benefit Expense

| Particulars                                    | [Rs. In Thousand]         |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Salaries and Wages                             | 18652.79                  | 18576.43                  |
| Contribution to Provident Fund and Other Funds | 895.98                    | 470.35                    |
| Staff Welfare Expenses                         | 452.25                    | 322.37                    |
|  | <b>20001.03</b>           | <b>19369.15</b>           |

## 26.00 Finance Cost

| Particulars                    | [Rs. In Thousand]         |                           |
|--------------------------------|---------------------------|---------------------------|
|                                | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b><u>Interest paid on</u></b> |                           |                           |
| Term Loan                      | 36.22                     | 2006.83                   |
| Cash Credit                    | 7298.85                   | 5615.28                   |
| Other                          | 9.88                      | 55.14                     |
| Government Dues                | 189.78                    | 1.81                      |
| <b><u>Bank Charges</u></b>     |                           |                           |
| Bank Charges                   | 972.61                    | 407.72                    |
|                                | <b>8507.34</b>            | <b>8086.77</b>            |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 27.00 Other Expenses

| Particulars                     | [Rs. In Thousand] |                  |
|---------------------------------|-------------------|------------------|
|                                 | As at             | As at            |
|                                 | 31st March, 2024  | 31st March, 2023 |
| Consumable Spares               | 8926.42           | 11824.68         |
| Jobwork                         | 24428.99          | 25290.81         |
| Other Mfg Expense               | 6806.20           | 2845.40          |
| Power Consumption               | 25950.62          | 16465.85         |
| Repair & Maintance              | 1931.40           | 1699.72          |
| Transportation                  | 5147.91           | 5993.91          |
| Exchange Related Expenses       | 600.00            | 300.00           |
| Income Tax Expenses             | 435.09            | 0.00             |
| Insurance                       | 318.82            | 289.21           |
| Rent, Rate & Taxes              | 4763.89           | 146.42           |
| Other Administrative Expenses   | 2466.29           | 2679.81          |
| Payment To Auditors             | 350.00            | 175.00           |
| Professional Fees               | 2580.00           | 1970.66          |
| Selling & Distribution Expenses | 1938.42           | 796.64           |
| Stationery & Printing           | 97.63             | 162.48           |
| Telephone Expense               | 129.87            | 47.56            |
| Travelling Expense              | 215.05            | 0.00             |
| Vehicle Repairing & Maintance   | 450.38            | 425.98           |
|                                 | <b>87536.99</b>   | <b>71114.15</b>  |

## 28.00 Exceptional Items

| Particulars                     | [Rs. In Thousand] |                  |
|---------------------------------|-------------------|------------------|
|                                 | As at             | As at            |
|                                 | 31st March, 2024  | 31st March, 2023 |
| (Gain) / Loss on sale of Assets | -116.95           | -4982.60         |
|                                 | <b>-116.95</b>    | <b>-4982.60</b>  |

## 29.00 Expenditure in Foreign Exchange

| Particulars             | [Rs. In Thousand] |                  |
|-------------------------|-------------------|------------------|
|                         | As at             | As at            |
|                         | 31st March, 2024  | 31st March, 2023 |
| Import of Capital Goods | 0.00              | 0.00             |
|                         | <b>0.00</b>       | <b>0.00</b>      |

## 30.00 Value of Import calculated on C.I.F. basis

| Particulars                                | [Rs. In Thousand] |                  |
|--|-------------------|------------------|
|  | As at             | As at            |
|  | 31st March, 2024  | 31st March, 2023 |
| Value of Import calculated on C.I.F. basis | 0.00              | 0.00             |
|  | <b>0.00</b>       | <b>0.00</b>      |

## 31.00 Value of Export calculated on F.O.B. basis

| Particulars                                | [Rs. In Thousand] |                  |
|--|-------------------|------------------|
|  | As at             | As at            |
|  | 31st March, 2024  | 31st March, 2023 |
| Value of Export calculated on F.O.B. basis | 20467.52          | 15228.88         |
|  | <b>20467.52</b>   | <b>15228.88</b>  |

## 32.00 Payment to Auditor

| Particulars     | [Rs. In Thousand] |                  |
|-----------------|-------------------|------------------|
|                 | As at             | As at            |
|                 | 31st March, 2024  | 31st March, 2023 |
| Statutory Audit | 350.00            | 175.00           |
| Tax Audit       | 0.00              | 0.00             |
|                 | <b>350.00</b>     | <b>175.00</b>    |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 33.00 Earning Per Share

| Particulars  | [Rs. In Thousand] |                  |
|--|-------------------|------------------|
|  | As at             | As at            |
|  | 31st March, 2024  | 31st March, 2023 |
| Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity      | 4434.07           | 16570.61         |
| Weighted Average number of Equity Shares used as denominator for calculating Basic   | 112465879         | 105964410        |
| <b>BASIC EPC</b>   | <b>0.04</b>       | <b>0.16</b>      |
| Weighted Average number of Equity Shares used as denominator for calculating Diluted | 133503059         | 105964410        |
| <b>Diluted EPS</b>   | <b>0.03</b>       | <b>0.16</b>      |

## 34.00 Related Party Disclosure

34.01 As per Ind AS 24, the disclosures of transactions with the related parties are given below:

34.02 List of related parties where control exists and also related parties with whom transactions have taken place and relationships

| Name of related Party         | Nature of Relation       |
|-------------------------------|--------------------------|
| Hiralal Mahidas Tilva         | Key Management Personnel |
| Rakesh Chhaganbhai Patel      | Key Management Personnel |
| Sheetal Sanjeevkumar Chaniara | Key Management Personnel |
| Parulben Rakeshbhai Patel     | Key Management Personnel |
| Avani Nileshkumar Dadhanania  | Key Management Personnel |
| CS Drasti Vaghasiya           | Key Management Personnel |
| Sandeep Enterprise            | Associate Concern        |
| Prem Trading Co.              | Associate Concern        |
| Steel Overseas                | Associate Concern        |
| H R Agro Products             | Associate Concern        |
| Crank & Crank                 | Associate Concern        |

## 34.03 Transactions during the year with related parties

| Nature of Transaction      | [Rs. In Thousand]        |                  |                   |                  |
|----------------------------|--------------------------|------------------|-------------------|------------------|
|                            | Key Management Personnel |                  | Associate Concern |                  |
|                            | As at                    | As at            | As at             | As at            |
|                            | 31st March, 2024         | 31st March, 2023 | 31st March, 2024  | 31st March, 2023 |
| Remuneration               | 4320.00                  | 4838.00          | 0.00              | 0.00             |
| Office Salary              | 798.50                   | 762.00           | 0.00              | 0.00             |
| Jobwork Expenses           | 0.00                     | 0.00             | 1995.54           | 1430.34          |
| Sale of Goods              | 0.00                     | 0.00             | 15914.46          | 17260.82         |
| Purchase of Material       | 0.00                     | 0.00             | 43816.92          | 33803.21         |
| (Receivable) / Payable Net | 4668.73                  | 3153.87          | 2776.08           | 9690.75          |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## 34.04 Disclosure in Respect of Major Related Party Transactions during the year

| Nature of Transaction             | Relationship            | [Rs. In Thousand]         |                           |
|-----------------------------------|-------------------------|---------------------------|---------------------------|
|                                   |                         | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Remuneration</b>               |                         |                           |                           |
| Hiralal Mahidas Tilva             | Key Managerial Personal | 2040.00                   | 2040.00                   |
| Rakesh Chhaganbhai Patel          | Key Managerial Personal | 1920.00                   | 2400.00                   |
| Parulben Rakeshbhai Patel         | Key Managerial Personal | 480.00                    | 0.00                      |
| Sheetal Sanjeevkumar Chaniara     | Key Managerial Personal | 360.00                    | 398.00                    |
| <b>Office Salary</b>              |                         |                           |                           |
| CS Drasti Vaghasiya               | Key Managerial Personal | 438.50                    | 402.00                    |
| Avani Nileshkumar Dadhanania      | Key Managerial Personal | 360.00                    | 360.00                    |
| <b>Jobwork Expenses</b>           |                         |                           |                           |
| Sandeep Enterprise                | Associate Concern       | 0.00                      | 0.00                      |
| Crank & Crank                     | Associate Concern       | 1995.54                   | 1430.34                   |
| <b>Purchase of Material</b>       |                         |                           |                           |
| Prem Trading Co.                  | Associate Concern       | 43816.92                  | 33803.21                  |
| Crank & Crank                     | Associate Concern       | 0.00                      | 0.00                      |
| <b>Sale of Goods</b>              |                         |                           |                           |
| Prem Trading Co.                  | Associate Concern       | 13356.07                  | 16552.82                  |
| Crank & Crank                     | Associate Concern       | 2558.39                   | 708.00                    |
| <b>(Receivable) / Payable Net</b> |                         |                           |                           |
| Hiralal Mahidas Tilva             | Key Managerial Personal | 2364.40                   | 770.80                    |
| Rakesh Chhaganbhai Patel          | Key Managerial Personal | 379.20                    | 974.06                    |
| Sheetal Sanjeevkumar Chaniara     | Key Managerial Personal | 1477.48                   | 1072.78                   |
| Parulben Rakeshbhai Patel         | Key Managerial Personal | 358.25                    | 78.20                     |
| Avani Nileshkumar Dadhanania      | Key Managerial Personal | 89.40                     | 258.03                    |
| Prem Trading Co.                  | Associate Concern       | 2073.03                   | 9153.74                   |
| Crank & Crank                     | Associate Concern       | 703.04                    | 537.01                    |
| H R Agro Products                 | Associate Concern       | 0.00                      | 0.00                      |

## 35.00 CONTINGENT LIABILITIES AND COMMITMENTS

| Particulars  | [Rs. In Thousand]         |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| <b>Contingent Liability</b>  |                           |                           |
| A. Claim against the company / disputed liabilities not acknowledged as debt net off against advance paid                | 0                         | 0                         |
| B. Guarantees  | 0                         | 0                         |
| I. Guarantees to Bank and Financial Institution against Credit Facilities extended to third parties and other Guarantees | 0                         | 0                         |
| II. Performance Guarantees   | 0                         | 0                         |
| III. Outstanding Guarantees furnished to Bank or financial institution including in respect of Letter of Credit          | 0                         | 0                         |
| C. Other Money for which the company is contingent liable  | 0                         | 0                         |
| I. Pending C-Form  | 0                         | 0                         |
| II. Liability in respect of bills discounted with Banks (Including third party bills discounting)                        | 0                         | 0                         |
| III. Customs Duty Obligations towards EPCG License   | 6855.18                   | 6855.18                   |
| <b>Commitment</b>  | NIL                       | NIL                       |

## 36.00 Financial Instrument

## Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- The fair value of investment in quoted Equity Shares is measured at quoted price or NAV.
- All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## Fair value measurement hierarchy

| Particulars                  | [Rs. In Thousand] |   |                 |   |
|------------------------------|-------------------|---|-----------------|---|
|                              | Carrying Amount   | As at<br>31st March, 2024<br>Level of input used<br>in<br>Level 1 | Carrying Amount | As at<br>31st March, 2023<br>Level of input used<br>in<br>Level 1 |
| <b>Financial Assets</b>      |                   |   |                 |   |
| <u>At Amortized Cost</u>     |                   |   |                 |   |
| Loans                        | 273.00            | 0.00  | 399.09          | 0.00  |
| Trade receivables            | 84740.98          | 0.00  | 57110.41        | 0.00  |
| Cash and cash equivalents    | 8574.32           | 0.00  | 1800.33         | 0.00  |
| Other Bank Balances          | 0.00              | 0.00  | 0.00            | 0.00  |
| Other Financial Assets       | 0.00              | 0.00  | 0.00            | 0.00  |
| <u>At FVTPL</u>              |                   |   |                 |   |
| Investments                  | 0.00              | 0.00  | 0.00            | 0.00  |
| <b>Financial Liabilities</b> |                   |   |                 |   |
| <u>At Amortized Cost</u>     |                   |   |                 |   |
| Borrowings                   | 99884.96          | 0.00  | 142974.46       | 0.00  |
| Trade Payables               | 19315.14          | 0.00  | 46439.64        | 0.00  |
| Other Financial Liabilities  | 0.00              | 0.00  | 0.00            | 0.00  |

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

**Level 2:** Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

**37.00 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that are derived directly from its operations.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

**37.01 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments, and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at reporting date. The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item and equity is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2023 and March 31, 2022.

**Foreign Currency Risk**

The following table shows foreign currency exposures in USD and EURO on financial instruments at the end of the reporting period. The exposure to foreign currency for all other currencies are not material.

|                            | As at<br>31st March, 2024 |             | As at<br>31st March, 2023 |             |
|----------------------------|---------------------------|-------------|---------------------------|-------------|
|                            | USD                       | EURO        | USD                       | EURO        |
| Trade and other Payable    | 0.00                      | 0.00        | 0.00                      | 0.00        |
| Trade and other Receivable | 1,11,936.22               | 0.00        | 75,720.00                 | 0.00        |
| <b>Net Exposure</b>        | <b>-1,11,936.22</b>       | <b>0.00</b> | <b>-75,720.00</b>         | <b>0.00</b> |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

Sensitivity analysis of 5% change in exchange rate at the end of reporting period net of hedges

|                               | [Rs. In Thousand]         |             |                           |             |
|-------------------------------|---------------------------|-------------|---------------------------|-------------|
|                               | As at<br>31st March, 2024 |             | As at<br>31st March, 2023 |             |
|                               | USD                       | EURO        | USD                       | EURO        |
| <b>5% Depreciation in INR</b> |                           |             |                           |             |
| Impact on Equity              | 0.00                      | 0.00        | 0.00                      | 0.00        |
| Impact on P&L                 | 339.38                    | 0.00        | 229.58                    | 0.00        |
| <b>Total</b>                  | <b>339.38</b>             | <b>0.00</b> | <b>229.58</b>             | <b>0.00</b> |
| <b>5% Appreciation in INR</b> |                           |             |                           |             |
| Impact on Equity              | 0.00                      | 0.00        | 0.00                      | 0.00        |
| Impact on P&L                 | -339.38                   | 0.00        | -229.58                   | 0.00        |
| <b>Total</b>                  | <b>-339.38</b>            | <b>0.00</b> | <b>-229.58</b>            | <b>0.00</b> |

**Interest Rate Risk**

The exposure of the company's borrowing and derivatives to interest rate changes at the end of the reporting period are as follows:

| Particulars                                    | As at            | As at            |
|--|------------------|------------------|
|  | 31st March, 2024 | 31st March, 2023 |
| <b>Loans</b>                                   |                  |                  |
| Long Term Borrowing (Exclude Director Deposit) | 2320.80          | 20651.27         |
| Short Term Borrowing                           | 89815.16         | 82156.34         |
| <b>Total</b>                                   | <b>92135.96</b>  | <b>102807.61</b> |

**Impact on Interest Expenses for the year on 1% change in Interest rate**

| Particulars             | As at            | As at            |
|-------------------------|------------------|------------------|
|                         | 31st March, 2024 | 31st March, 2023 |
| <b>UP MOVE</b>          |                  |                  |
| Impact on Profit & Loss | -921.36          | -1028.08         |
| <b>DOWN MOVE</b>        |                  |                  |
| Impact on Profit & Loss | 921.36           | 1028.08          |

**37.02 Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the company. Credit risk arises from company's activities in investments, dealing in derivatives and outstanding receivables from customers.

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Sales

**37.03 Liquidity Risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price.

The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

**37.04 Financing arrangements**

The Company had access to following Financing arrangement facilities at end of reporting period

| Particulars                                  | [Rs. In Thousand]         |                           |
|--|---------------------------|---------------------------|
|  | As at<br>31st March, 2024 | As at<br>31st March, 2023 |
| Cash & Cash Equivalent                       | 8574.32                   | 1800.33                   |
| Undrawn Credit Facility Expire within 1 Year | 184.84                    | 7843.66                   |
|  | 8759.16                   | 9643.99                   |

## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

## Contractual maturity patterns of borrowings

| Particulars           | [Rs. In Thousand]         |                |                           |                 |
|-----------------------|---------------------------|----------------|---------------------------|-----------------|
|                       | As at<br>31st March, 2024 |                | As at<br>31st March, 2023 |                 |
|                       | 0-1 Year                  | 1-5 Years      | 0-1 Year                  | 1-5 Years       |
| Long term borrowings* | 0.00                      | 2320.80        | 2884.61                   | 17766.66        |
| Short Term Borrowing  | 89815.16                  | 0.00           | 82156.34                  | 0.00            |
|                       | <b>89815.16</b>           | <b>2320.80</b> | <b>85040.95</b>           | <b>17766.66</b> |

(\*) Including current maturity of Long Term Borrowing

**38.00 Additional Regulatory Information**

**38.01** The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property

**38.02** The title deeds of all the immovable properties are in the name of Company, Further the Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year

**38.03** The company does not have granted any loans or advance to promoters, Directors, KMPs and the related parties that are repayable on demand and/or without specifying any terms or period of repayment.

**38.04** The Company is having borrowing from Bank against which security of current asset is provided. Quarterly return and statement of current asset filed by the Company with bank are not in agreement with books of account. Summary of reconciliation and reasons of material discrepancies are as follow.

| Quarter | Name of Bank      | Security Provided  | Amount as per books | Amount as reported in the Quarterly Return / Statement | Amount of Difference |
|---------|-------------------|--------------------|---------------------|--|----------------------|
| Q4      | Axis Bank Limited | Stock              | 160763.02           | 161151.30  | -388.28              |
|         |                   | Eligible Debtors   | 84740.98            | 84470.60   | 270.38               |
|         |                   | Eligible Creditors | 19315.14            | 12202.30   | 7112.84              |

Quarterly eligible Debtors and Eligible Creditors which is to be considered for Bank Finance for the purpose of disclosure in Quarterly Return / Statement submitted to the Bank have been classified and identified by the Management in the Books of Account for the relevant period.

**Reasons of Material Discrepancies.****1) Eligible Debtors**

As represented and Explained by the Management, difference in eligible debtors between quarterly return / statement and Book of account is due to error in classification of grouping of eligible & ineligible debtors required to be disclosed in stock statement of a particular period.

**2) Eligible Creditors**

As represented and Explained by the Management, difference in eligible creditors between quarterly return / statement and Book of account is due to error in classification of grouping of eligible & ineligible creditors required to be disclosed in stock statement of a particular period.

**3) Inventory**

As represented and explained by the Management, difference in value of Inventory between quarterly stock statement and books of account is due to technical error in Inventory valuation and pricing which is rectified in Audited Financial Statement.

**38.05** The company is not declared as wilful defaulter by any Banks or financial institution or other lender.

**38.06** The Company has not any transaction with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

**38.07** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond statutory dues

**38.08** The Company has not advanced or loaned or invested funds from any person(s) or entity(is), including foreign entities (Intermediaries) with (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,



## NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS

**38.09** The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

**38.10** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**38.11** The Company has complied with the number of layers prescribed under the Companies Act, 2013.

**38.12** The Company does not have any transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

**39.00** The following are the analytical ratios for the year ended 31st March, 2024 and 31st March, 2023

|   | As at<br>31st March, 2024 | As at<br>31st March, 2023 | % Variance |
|---|---------------------------|---------------------------|------------|
| <b>Current Ratio (in times)</b><br>[Current Assets / Current Liability]<br><i>[Variance due to improvement in Working Capital]</i>  | 2.41                      | 1.16                      | 106.99%    |
| <b>Debt Equity Ratio (in times)</b><br>(Total borrowings / total Equity)<br><i>[Variance due to Increase in Share holder's Fund]</i>  | 0.32                      | 1.07                      | -70.34%    |
| <b>Debt service coverage ratio (in times)</b><br>[Profit before tax, Exceptional items, Depreciation, Finance Cost /<br>(Finance cost + Scheduled principal repayment)]<br><i>[Variance due to Lower Interest Cost on Borrowed Working Capital]</i> | 2.13                      | 1.16                      | 84.09%     |
| <b>Return on Equity [ROE] (in %)</b><br>[Net Profit after Tax / Average Equity]<br><i>[Variance due to Increase in Average Equity]</i>  | 0.50%                     | 3.32%                     | -85.06%    |
| <b>Inventory turnover ratio (in times)</b><br>[Cost of Material Consumed + Purchase of Finished Goods + Change in<br>inventory / average inventories]<br><i>[Variance due to higher Inventory Holding]</i>  | 1.76                      | 2.21                      | -20.53%    |
| <b>Debtors turnover ratio (in times)</b><br>[Revenue from operations / average account receivable]<br><i>[Variance due to Higher Credit Sales]</i>  | 5.25                      | 6.34                      | -17.28%    |
| <b>Trade Payable turnover ratio (in times)</b><br>[Purchase / average account Payable]<br><i>[Variance due to Higher Credit Purchase]</i>   | 8.76                      | 5.57                      | 57.36%     |
| <b>Net Capital Turnover Ratio (in times)</b><br>[Net Sales / Working Capital]<br><i>[Variance due to change in working capital cycle]</i>   | 2.14                      | 13.14                     | -83.69%    |
| <b>Net Profit Ratio (in %)</b><br>[Net Profit after Tax / Net Sales]<br><i>[Variance due to Interest Cost on Borrowed Working Capital]</i>  | 1.19%                     | 4.96%                     | -75.98%    |
| <b>Return on Capital Employed [ROCE] (in%)</b><br>[Net Profit before interest and Tax / Capital Employed]<br><i>[Variance due to Increase in Share holder's Fund]</i>   | 4.95%                     | 6.76%                     | -26.74%    |
| <b>Return on Investment</b><br>[Income Generated from Investment / Average Investment]  | NA                        | NA                        | NA         |

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**NOTES FORMING PARTS OF AUDITED FINANCIAL STATEMENTS**

**40.00** The previous year's figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation

**41.00** The Management confirms that the current assets and loans & advances are approximately of the value stated, if realized in the ordinary course of business and the provision for all known liabilities are adequate.

**42.00** Outstanding Balances of Trade Payables and Trade Receivables are subject to confirmation  
As per our report of even date

**For and on behalf of the Board**

**For, Nitesh A Joshi & Co**  
**Chartered Accountants**  
**FRN : 127578W**

(Sheetal S. Chaniara)  
Director  
DIN : 07528297

(Hiralal M. Tilva)  
Chairman & Managing Director  
DIN : 00022539

**(Nitesh A Joshi)**  
**Partner**  
**MRN : 124272**

(Drashti Vaghasiya)  
Company Secretary  
ACS : A58976

(Avni N. Dadhaniya)  
Chief Financial Officer

Date : 29th May, 2024  
Place : Rajkot

Date : 29th May, 2024  
Place : Rajkot



## GANGA FORGING LIMITED

[CIN: L28910GJ1988PLC011694]

**Registered 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](mailto:gangaforging@yahoo.co.in), [info@gangaforging.com](mailto:info@gangaforging.com)

**URL:** [www.gangaforging.com](http://www.gangaforging.com)

**Phone:** +91 84600 00335 **Fax:** 02827 - 252208

### FORM NO. MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

|                              |  |
|------------------------------|--|
| <b>Name of the Member(s)</b> |  |
| <b>Registered Address</b>    |  |
| <b>Email Id</b>              |  |
| <b>Folio No./Client Id</b>   |  |
| <b>DP Id</b>                 |  |

I/We, being the member (s) of \_\_\_\_\_ Equity Shares of the Ganga Forging Limited, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

Or failing him

2. Name:

Address:

E-mail Id:

Signature:

Or failing him

3. Name:

Address:

E-mail Id:

Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on the **30<sup>th</sup> September, 2024 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: Road Pipaliya, TA: Gondal, Rajkot 360311, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No.                  | Resolution   | Vote (Optional – see note No. 2 as mentioned below) |         |
|--------------------------|--|---|---------|
|                          |  | For   | Against |
| <b>Ordinary Business</b> |  |   |         |
| 1.                       | To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2024 and the reports of Board of Directors and Auditors thereon. |   |         |
| 2.                       | To appoint Mrs. Parulben Rakeshbhai Patel, Wholetime Director [DIN: 07528313], who retires by rotation at this meeting as a director and being eligible, offers herself for re-appointment.                        |   |         |
| 3.                       | To appoint <b>M. N. Manvar &amp; Co.</b> as statutory auditors of the Company for a term of five years and to fix their remuneration.  |   |         |
| <b>Special Business</b>  |  |   |         |
| 4                        | To approve continuation of Mr. Jasubhai Khimjibhai Patel [DIN: 01006449] as a Non-Executive Independent Director of the company after attaining the age of 75 years.   |   |         |
| 5                        | Omnibus approval for Related Party Transactions with Prem Trading Co.  |   |         |
| 6                        | Approval of Related Party Transaction with Shri Hiralal Tilva, Chairman & Managing Director [DIN: 00022539] and also a Promoter of the Company   |   |         |
| 7                        | Approval of Related Party Transaction with Shri Manishkumar Chhaganbhai Nar, member of a promoter group of the Company:  |   |         |

Signed \_\_\_\_ day of \_\_\_\_\_ 2024

Affix Revenue Stamp

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preferences. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.



## GANGA FORGING LIMITED

[CIN: L28910GJ1988PLC011694]

**Registered 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](mailto:gangaforging@yahoo.co.in), [info@gangaforging.com](mailto:info@gangaforging.com)

**URL:** [www.gangaforging.com](http://www.gangaforging.com)

**Phone:** +91 84600 00335 **Fax:** 02827 - 252208

### ATTENDANCE SLIP

**Annual General Meeting of the company held on Monday, 30<sup>th</sup> September, 2024**

|   |  |
|---|--|
| <b>Regd. Folio No. / DP ID-Client ID No.:</b> |  |
| <b>No. of Equity Shares of Re. 1/- each</b>   |  |
| <b>Name of the Shareholders</b>               |  |
| <b>Address of the Shareholders</b>            |  |
| <b>Name of Proxy of Member</b>                |  |

1. I/We hereby record my/our presence at the ANNUAL GENERAL MEETING of the company held on Monday, 30<sup>th</sup> September, 2024 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: Road Pipaliya, Sadak Pipaliya, TA: Gondal, 360 311, Rajkot, Gujarat India
2. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
3. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Notice of the AGM for reference at the meeting.

Signature of the shareholder's/ Proxy present

**Note: Please carry duly filled attendance slip and hand it over at the ENTRANCE OF THE MEETING HALL.**

## Route Map to venue of Meeting



**Google Map Link:**

<https://maps.app.goo.gl/dYv9C1xd8U5JhHiM6>