

## 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.”

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**“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.”

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“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]

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### 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)

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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.

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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:

<b>Event No.</b>	240666
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### 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.*

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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:

## Notice of the 36th Annual General Meeting

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. He is a Chairman and Managing Director and also one of the Promoter of the Company	Shri Manishkumar C. Nar 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 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