

NOTICE OF 35TH AGM

Notice is hereby given that the Thirty Fifth (35th) Annual General Meeting (AGM) of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on **Wednesday, September 25, 2024** at **1.00 P.M.** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 March 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Vyom Goel (DIN: 10063284)**, who retires by rotation, and being eligible, offers himself for re-appointment, in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152(6) of the Companies Act, 2013, Mr. Vyom Goel (DIN: 10063284) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

3. **Re-appointment of Ms. Seema Sharma (DIN: 08728701), as Independent Director for a second term of five years**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**the SEBI Listing Regulations**”) including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Ms. Seema Sharma (DIN: 08728701), who holds office as an Independent Director up to March 30, 2025, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from March 31, 2025 up to March 30, 2030.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. Appointment of Mr. Vivek Singh Khichar (DIN: 10749725) as Director of the Company.

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

“RESOLVED THAT Mr. Vivek Singh Khichar (DIN: 10749725), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from August 30, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), and Article 96 of the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, and who is eligible for appointment as Director and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

5. Increase in Remuneration of Mr. Arun Kumar Sharma (DIN: 09008061), Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the SEBI Listing Regulations”) (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors, the consent of the members be and is hereby accorded to increase the remuneration of Mr. Arun Kumar Sharma (DIN: 09008061), Whole Time Director of the Company, designated as Key Managerial Personnel upto a monthly remuneration not exceeding Rs. 3,00,000 /- (Rupees Three Lakh Only) for the remaining period of his term.

RESOLVED FURTHER THAT no sitting fees will be paid to Mr. Arun Kumar Sharma, Whole Time Director of the Company for attending meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the terms of remuneration may be altered, varied and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit within the overall ceiling of Rs 3,00,000 /- (Rupees Three Lakh Only) per month.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Director, the remuneration payable as detailed above shall be the minimum remuneration subject to the limits and conditions prescribed under Schedule V of the Act.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Whole Time Director of the Company, as approved by the resolution passed at the 34th Annual General Meeting of the Company shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

Date: 30.08.2024

Place: New Delhi

**Kanishka Jain
(Company Secretary)
Membership No. F13164**

Registered Office:

Plot No. B-2/6 & 2/7, UPSIDC Industrial Area
Sandila Phase IV Hardoi UP 241204

Corporate office:

F-32/3, Ground Floor, Okhla Industrial Area,
Phase –II, New Delhi-110020

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of

the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Audited Accounts for the year ended March 31, 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Member, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically. Members may note that the Notice and Annual Report 2023-2024 will also be available on the Company's website www.shrigangindustries.com, website of BSE Limited (www.bseindia.com) and website of Central Depository Services Ltd (www.evotingindia.com).

However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department.

3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'):

- (a) Members will not be able to appoint proxies for the meeting, and;
- (b) Attendance Slip & Route Map is not being annexed to this Notice.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OACM only.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at secretarial@shrigangindustries.com.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations

& Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required.

Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

8. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
9. 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 details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in **dematerialized form only** while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://www.shrigangindustries.com/investor-information.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/9/CIR/2023/70 dated 17 May 2023 has inter alia complied the provisions of the Circular SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 and has made it mandatory for all holders of Physical securities in listed companies to furnish PAN, Nomination/Declaration to opt-out of Nomination, Contact details, Bank Account details and Specimen Signature to the Company/RTA of the Company.
12. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of

dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.shrigangindustries.com/investor-information.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
16. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before **September 18, 2024** through e-mail on secretarial@shrigangindustries.com. The same will be replied by the Company suitably.
18. Electronic copy of all documents referred to the accompanying Notice of the 35th Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. <https://www.shrigangindustries.com/investor-relations.html>.
19. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at this AGM are annexed to the notice as **Annexure-A**.
20. CS Vijay Jain, Practicing Company Secretary having ACS No. 50242 and C.P. No.: 18230 has been appointed as "Scrutinizer" to scrutinize the remote e-Voting in a fair and transparent manner and he has

communicated his willingness to be appointed and he himself or his/her authorized representative will be available at the AGM for the same purpose.

21. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
22. The Results declared along with details of the number of votes cast for and against the Resolution, invalid votes for at least three days on the Notice Board of the company at its Registered Office and its Corporate Office. Also, the Scrutinizer's Report shall be placed on the website of the Company at www.shrigangindustries.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed, i.e., BSE Limited.
23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 35th AGM scheduled to be held on September 25, 2024.
24. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, ie, September 18, 2024. Any person, who acquires shares of the Company and becomes a member after the dispatch of AGM Notice and holds shares as on the Cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with CDSL for e-voting, then his/her existing User Id can be used for casting vote
25. The Company has electronic connectivity with CDSL and NSDL and the ISIN of the Company is INE241V01018 for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.
26. **Instructions for Shareholders attending the AGM through VC/OAVM are as under:**
 - a. The e-voting period begins at **10.00 A.M.** (IST) on **Sunday, September 22, 2024** and ends at **5.00 P.M.** (IST) on **Tuesday, September 24, 2024**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (**record date**) i.e. on **Wednesday September 18, 2024** may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. The members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM Facility but shall not be entitled to cast their votes again.
 - c. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding shares in demat mode are allowed to vote through their respective demat accounts maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of Shareholders	Login Method
<p>Individual shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the

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

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

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

Login Type	Helpdesk Details
<p>Individual Shareholders holding securities in Demat mode with CDSL.</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.</p>
<p>Individual Shareholders holding securities in Demat mode</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 48867000.</p>

with NSDL

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

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

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
10. Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
11. Click on the EVSN of the Company **M/s Shri Gang Industries and Allied Products Limited, which is 240827031.**

12. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
14. After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
15. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
17. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

f. Note for Non – Individual Shareholders and Custodians – For Remote E-Voting only.

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; secretarial@shrigangindustries.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at **toll free no. 1800 22 55 33 or 022-23058738/8542/8543.**

All grievances connected with the facility for voting by electronic means may be addressed to **Shri Rakesh Dalvi**, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on **toll free no. 1800 22 55 33 or 022-23058738/8542/8543.**

g. Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under:

- i. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company, i.e., **240827031** will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of previously mentioned glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before **September 18, 2024** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shrigangindustries.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before **September 18, 2024** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shrigangindustries.com. The company will reply to these queries suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders participating in the meeting.
- xi. The voting rights of members shall be in proportion to their shares to the paid-up equity share capital of the Company as on the cut-off date i.e. **September 18, 2024**. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on any of the resolution(s).

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

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company** at secretarial@shrigangindustries.com or RTA at beetalrta@gmail.com marking CC to Company.

ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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

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

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

Item No. 3: Reappointment of Ms. Seema Sharma (DIN: 08728701) as Independent Director of the Company

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board but shall be eligible for re-appointment on passing of special resolution by the Company for another term of upto 5 (five) consecutive years.

Ms. Seema Sharma (DIN: 08728701) was appointed as an Additional (Independent) Director of the Company pursuant to Section 149 of the Act, read with applicable rules framed thereunder and SEBI Listing Regulations, effective from March 31, 2020, to hold office up to March 30, 2025. Thereafter, the members, at their 31st Annual General Meeting (AGM) held on September 30, 2020 had approved the same. Consequently, the tenure of Ms. Seema Sharma as an Independent Director shall expire on March 30, 2025.

Following the performance evaluation of Ms. Seema Sharma, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Ms. Seema Sharma as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five years, from March 31, 2025 to March 30, 2030, subject to the approval of the Members.

Ms. Seema Sharma fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has received all statutory disclosures / declarations from Ms. Seema Sharma for her reappointment as Independent Director of the Company. Ms. Seema Sharma is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Seema Sharma has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Furthermore, a declaration has been received from Ms. Seema Sharma that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Company has also received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director. The terms and conditions of appointment/reappointment of the Independent Directors are uploaded on the website of the Company.

In the opinion of the Board Ms. Seema Sharma fulfils the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for her reappointment as an Independent Director of the Company and she is independent of the Management of the Company. The Board considers that her continued association would be of benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, and as per Articles of Association of the Company and

based on the recommendation of the NRC, the Board of Directors, recommended the reappointment of Ms. Seema Sharma as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective March 31, 2025 up to March 30, 2030 (both days inclusive).

The profile and specific areas of expertise and other relevant information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are provided in additional information section of this Notice as **Annexure-A**.

No director, KMP or their relatives except Ms. Seema Sharma, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website www.shrigangindustries.com.

Item No. 4: Appointment of Mr. Vivek Singh Khichar (DIN: 10749725) as Director of the Company

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vivek Singh Khichar (DIN: 10749725) as an Additional Director under the category Non-Executive Non-Independent Professional Director, with effect from August 30, 2024, liable to retire by rotation.

In terms of Section 161(1) of the Act, Mr. Vivek Singh Khichar holds the office of Additional Director upto the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

Mr. Vivek Singh Khichar has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

A brief profile of Mr. Vivek Singh Khichar, including nature of his expertise and other relevant information as required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are provided in additional information section of this Notice as **Annexure-A**.

No director, KMP or their relatives except Mr. Vivek Singh Khichar, to whom this resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4.

The Board recommends the Ordinary Resolution as set out in Item no. 4 of this notice for the approval of members.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website www.shrigangindustries.com.

Item No. 5: Increase in Remuneration of Mr. Arun Kumar Sharma (DIN: 09008061), Whole Time Director of the Company

Mr. Arun Kumar Sharma was re-appointed as Whole Time Director designated as Key Managerial Personnel of the Company, for a period of 2 years upto November 12, 2025, by way of Ordinary Resolution passed by the members of the Company in their meeting held on September 22, 2023 with a monthly remuneration not exceeding Rs. 2,50,000/-.

Mr. Arun Kumar Sharma has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. He is currently looking for the operations in the Distillery Unit of the Company. Therefore, the Board is of the view that the existing upper limit of his remuneration may not be sufficient enough to pay for his dedication & support.

Accordingly, the Nomination and Remuneration Company and the Board of Directors in their respective meetings held on August 30, 2024, pursuant to the provisions of the Act and subject to approval of the Members of the Company, approved the proposal to increase the monthly remuneration payable to Mr. Arun Kumar Sharma for an amount not exceeding Rs. 3,00,000/- per month for the remaining period of his term, i.e., upto November 12, 2025.

In compliance with the provisions of Sections 179, 196, 197, 198 read with rules framed thereunder and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of remuneration as set out in Item No. 5 are now being placed before the members for their approval by way of Special Resolution.

The profile and specific areas of expertise and other relevant information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are provided in additional information section of this Notice as **Annexure-A**.

No director, KMP or their relatives except Mr. Arun Kumar Sharma, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 5.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website www.shrigangindustries.com.

Details of Directors seeking Appointment/Re-Appointment and/or whose remuneration is proposed to be increased) at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)

S. No.		Name of Directors'			
		Mr. Arun Kumar Sharma (DIN: 09008061)	Mr. Vivek Singh Khichar** (DIN: 10749725)	Mr. Vyom Goel* (DIN: 10063284)	Seema Sharma (DIN: 08728701)
1.	Designation/ Category of the Director	Executive Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
2.	Date of Birth	03-10-1963	04-08-1992	14-08-1990	21-01-1984
3.	Age	61 Years	32 Years	34 Years	40 Years
4.	Date of first Appointment on the Board	13-11-2021	30-08-2024	23-06-2023	31-03-2025
5.	Qualifications	M.Sc. (Organic Chemistry)	B.A. LLb.	MBA (Finance) B-Tech (IT)	Company Secretary M.Com.
6.	Experience in specific functional area	Mr. Arun Kumar Sharma has rich experience in various fields. He has more than 28 years of industrial experience and working in liquor industries.	Mr. Vivek Singh Khichar has about 10 of years of potent experience in drafting, planning and analyzing of various consumers, criminal and corporate matters. He has practiced independently in High court, Session court and Tribunals. Currently he is a panel lawyer for many banks,	Mr. Vyom Goel has worked as a Senior Associate and Consultant in firms like JP Morgan and EURONEXT. Currently he is involved in the family business and handling operations.	She has an experience of more than 10 years in the field of Secretarial, Legal, Management and administration and other related matters.

			which include Punjab National Bank, HDFC Bank, Bank of Baroda, AU Small Finance Bank and many more.		
7.	No. of equity shares held in the Company (as on 31st March, 2024) including the shareholding as Beneficial Owner	NIL	Not Applicable	NIL	NIL
8.	Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	<ul style="list-style-type: none"> • Carya Chemicals & Fertilizers Private Limited • Anita Greenfuels Private Limited 	NIL	Suraj Industries Ltd	NIL
9.	Memberships / Chairmanship of committees of other companies (excluding foreign companies) as on date of this Notice	NIL	NIL	NIL	NIL
10.	Listed Entities from which he/she has resigned as Director in past 3 years	NIL	NIL	NIL	<ul style="list-style-type: none"> • Bharat Ekansh Limited • Sidh Automobiles Limited
11.	Relationships, between Directors inter se with other directors, Manager & other KMP's	There is no inter-se relationship among the Directors	There is no inter-se relationship among the Directors	There is no inter-se relationship among the Directors	There is no inter-se relationship among the Directors
12.	Number of Board Meetings attended during the year	3	Not Applicable	3	5

13.	Terms & Conditions for appointment/reappointment/ Remuneration	Terms & Conditions for increase in remuneration are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company
14.	Details of Remuneration Last Drawn	His last drawn monthly salary was Rs. 2,25,000/- as per his terms of appointment.	Not Applicable	He has not drawn any remuneration in financial year 2023-2024.	She has not drawn any remuneration in financial year 2023-2024.
15.	Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company	No remuneration is sought to be paid.	No remuneration is sought to be paid.	No remuneration is sought to be paid.

*Mr. Vyom Goel was appointed w.e.f. 23-06-2023.

**Mr. Vivek Singh Khichar was appointed w.e.f. 30.08.2024. He was appointed after the closure of Financial Year 2023-24.