

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting of the Members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Saturday, March 25, 2017 at 11.30 A.M. at the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh to transact the following business:

SPECIAL BUSINESS:

1. To Consider and Approve the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approvals and other permissions as may be required, the Board of Directors of the Company be and are hereby authorized to borrow money for the purpose of the Company's business from time to time with or without security together with the money already borrowed by the company, in excess of the aggregate of the paid-up capital and free reserves of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as the Board of Directors in their absolute discretion deem fit in the interest of the Company, up to an aggregate amount of Rs. 100 Crores (Rupees Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to negotiate and finalize all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.”

NOTES:

a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percentage of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percentage of the total share capital the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

b) Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip to the meeting.

c) Corporate members are requested to send duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.

- d) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out is annexed hereto.
- e) All documents referred to in the notice and explanatory statement shall be open for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.

- f) Members are requested to notify immediately any change in their address, quoting folio numbers to the Company.
- g) The Company has a dedicated E-mail address secretarial@shrigangindustries.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. The Company's website www.shrigangindustries.com has a dedicated section on Investors.
- h) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares can submit their PAN details to the Company/RTA.
- i) Member (s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices etc. from the Company electronically.
- j) Member(s) may also note that the Notice of the General Meeting will also be available on the Company's [website www.shrigangindustries.com](http://www.shrigangindustries.com) for download.
- k) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- l) In case of joint holders, only such joint holder who is name first in the order of names will be entitled to vote.
- m) As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for general meeting issued by the Institute of Companies Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".
- n) The Company has been allotted **ISIN (INE241V01018)** by CDSL for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.

VOTING OPTIONS:

The business set out in the Notice of the EGM may be transacted through electronic voting system from a place other than the venue of the meeting (remote e-voting) or through Polling Paper at the EGM. Information relating to e-voting facility and voting at the EGM is given below:

(1) Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at EGM by electronic means and the items of business given in the Notice of the EGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by CDSL (Central Depository Services Limited).
- II. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting.
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period will commence at 10:00 A.M. on 21, March, 2017 and ends at 5:00 P.M. on 24, March, 2017. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Saturday, March 18, 2017 (“Cutoff date”), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date & time and remote e-Voting module shall be disabled by CDSL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:
 - A. **In case of members receiving an e-mail from CDSL**
 - i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on “Shareholders” tab.
 - iii. Now enter your User ID;
 - a. For CDSL: 16 digits beneficiary Id,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi. If you are a **first time user** follow the steps given below:

For members holding shares in Demat Form and Physical Forms

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>– Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>– In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>– 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 as mentioned in instruction (iv).</p>

vii. After entering these details appropriately, click on “**SUBMIT**” tab.

viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN of Shri Gang Industries and Allied Products Limited which is **170213006**.

xi. 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.

xii. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

xiii. 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.

- xiv. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. **Note for –Non Individual Shareholders and Custodians:**
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. In case of members receiving physical copies of the Notice of the EGM

- (i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xvi) above, to cast vote.

(1) Voting at EGM

The members who have not cast their vote by remote e-Voting can exercise their voting rights at the EGM via polling papers. The Company will make arrangements of Polling Papers in this regard at the EGM venue.

(2) Other Instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of www.evoting.cdsl.com or call at toll free no.: **1800-200-5533**.
- II. If you are already registered with CSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.

- III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
- IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. 18.03.2017.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the EGM and holding shares as on the Cut-off date i.e. 18.03.2017 may obtain the User ID and Password by sending a request (alongwith Name, Folio No. / DP ID & Client ID, as the case may be and shareholding) at evoting@cdsl.co.in or RTA at beetalrta@gmail.com.

However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using “Forgot User Details/ Password” option available on www.evoting.cdsl.com or contact CDSL on toll free no.: **1800-200-5533**.

In case you have any queries or issues regarding e-voting, 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.

- VI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the EGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
- VII. **Mr. Deepak Kukreja**, a Practicing Company Secretary (**FCS No. 4140, C.P. No.: 8265**) Partner, M/s. DMK Associates, Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the EGM for the same purpose.
- VIII. The Chairman shall, at the EGM at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-Voting facility.
- IX. The poll process shall be conducted and a report thereon shall be prepared in accordance with the provisions of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
- X. The Scrutinizer, after scrutinizing the votes cast at the EGM and through remote e-Voting, will, not later than Three Days of conclusion of the EGM, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing.
- XI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shrigangindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be

communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh.

XII. Subject to receipt of Three times number of votes if any cast against the resolution by the members so entitled & Voting, the Resolutions shall be deemed to be passed at the EGM scheduled to be held on .

XIII. The route map of the venue for the Extra Ordinary General Meeting is attached herewith.

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

**Place : New Delhi
Dated : 13.02.2017**

**Sd/-
Shefali Sharma
Company Secretary**

Registered Office:
A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

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

ITEM NO. 1

Your company had taken approval of shareholders under section 293(1)(d) of the Companies Act, 1956 by way of special resolution to borrow money in excess of aggregate of paid up share capital and free reserve to the extent of Rs. 50 Crores. Your Company has not made any fresh borrowing upto the end of latest Financial Year i.e. March 31, 2016.

It is now proposed to further increase the borrowing powers to meet the business requirements of the company. Section 180 (1) (c) of the Companies Act, 2013, inter alia provides that the Board of Directors of the company shall not without the consent of members in general meeting borrow money from the different sources in excess of aggregate of the paid up capital and free reserves of the company. Therefore it is necessary to obtain the approval of the members as per Section 180 (1) (c) of the Companies Act, 2013.

In this regard it is proposed to authorize the Board of Directors to borrow money in pursuance to the provisions of Section 180 (1)(c) of the Companies Act, 2013 from any Bank(s), Financial Institutions (FIs), NBFC, Bodies Corporate or Business Associates in excess of paid up capital and free reserves of the Company to the extent Rs. 100 Crores (Rupees Hundred Crores only) including the money already borrowed for the purposes of business activities of the Company.

Your Directors recommend the resolution as set out at item no. 1 for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

All documents referred to in the notice and explanatory statement shall be open for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

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

**Place : New Delhi
Dated : 13.02.2017**

**Sd/-
Shefali Sharma
Company Secretary**

Registered Office:
A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

Proxy Form-Form MGT-11

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

I/ We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Name
Address
.....
Email ID
Signature Or failing him/her
- (2) Name
Address
.....
Email ID
Signature Or failing him/her
- (3) Name
Address
.....
Email ID
Signature Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, March 25, 2017 at 11:30 A.M. at the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh in respect of such resolutions as are indicated below:

SPECIAL BUSINESS:

- 1. To consider and approve the borrowing limit of Rs 100 Crores pursuant to section 180(1)(c) of the Companies Act, 2013 .

Signed this _____ day of March _____, 2017.

Signature of the Shareholder

Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the Extra Ordinary General Meeting of the Company on Saturday, the 25th Day of March, 2017 at 11:30 A.M at A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, Uttar Pradesh.

Signature of the Shareholder	Signature of the Proxy

Note:

1. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
2. Please note that no gifts will be distributed at the meeting.

BOOK POST

ROUTE MAP



If Undelivered, please return to:
Shri Gang Industries & Allied Products Limited
A-26, UPSIDC Industrial Area, Sikandrabad,
Distt. Bulandshahar, Uttar Pradesh