



GANGA
FORGING LIMITED

MFG. OF : ALL KIND OF CLOSE DIE FORGING

Corporate Office (Registered) & Works : Survey No. 55/1 P6/P1/P1, Nr. Shree Stamping,
At. Sadak Pipaliya, Tal. : Gondal, Dist. : RAJKOT-360 311. (Guj.) INDIA Mo. : 84600 00435
E-mail : gangaforging@yahoo.co.in, info@gangaforging.com URL : www.gangaforging.com



Cert. No. 9910010026
AN ISO 9001-2015 Company

Ref: Gangaforge/NSE/Reg. 30 /Postal Ballot Notice

06th August, 2021

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051.

Symbol: GANGAFORGE

Sub: Submission of Postal Ballot Notice as per Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Further to our letter Gangaforge/NSE/Reg. 30/Outcome/BM dated 28th July, 2021 and pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice dated 28th July, 2021, as circulated on 05th August, 2021 to the members of the company, whose name appears in the register of Members or register of Beneficial Owner as maintained by the depositories as on Friday, 30th July, 2021 (Cut.Off date).

The company has availed the service of Link Intime India Private Limited for providing e-voting facility to the members of the company.

The e-voting period commences on today i.e. Friday, 06th August, 2021 at 09:00 A.M. and end on Saturday, 04th September, 2021 at 05:00 P.M.

The result of voting by Postal Ballot through remote e-voting will be announced accordingly.

Request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For, Ganga Forging Limited

(CS Drashti Vaghasiya)

Company Secretary & Compliance Officer

[Membership No. A58976]





GANGA FORGING LIMITED

[CIN: L28910GJ1988PLC011694]

Registered Office: Survey No. 55/1 P6/P1/P1, Near Shree Stamping,
Village: Sadak Pipaliya, Tal: Gondal, Dis: Rajkot 360311, Gujarat, India

Email: gangaforging@yahoo.co.in, info@gangaforging.com

URL: www.gangaforging.com

Phone: 02827 - 252077 Fax: 02827 - 252208

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification (s) or re-enactment thereof, for the time being in force), also read with the General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ("the MCA") in relation to "Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 read with rules made thereunder on account of COVID-19" and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Ganga Forging Limited ("the Company") by way of Postal Ballot through remote e-voting only.

The Board of Directors of the company, at its meeting held on Wednesday, 28th July, 2021, had considered and recommended sub division of face value of the equity shares of the company and consequent alteration in the Memorandum of Association (MOA) of the company and also approved revision in terms of appointment and remuneration of Shri Hiralal Tilva [DIN: 00022539] as a Managing Director of the company subject to approval of members.

An explanatory statement pursuant to the provisions of Section 102 of the Act and Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the resolution setting out the material facts and reason thereof is given in this notice.

Further, pursuant to compliance with the provisions of Section 108 and 110 read with Rule 20 and 22 of the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, company is offering e-voting facility to its members for exercising their voting rights through remote e-voting platform provided by the Link Intime India Private Limited (hereinafter referred to as LI IPL). The remote e-voting period commences from **9.00 a.m. on Friday, 06th August, 2021** and end on at **5.00 p.m. Saturday, 04th September, 2021**.



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The Board of Directors of your company at its meeting held on Wednesday, 28th July, 2021 has appointed CS (Ms.) Purvi Dave, Partner of MJP Associates, Practising Company Secretaries, Rajkot as the scrutinizer to conduct the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman of the Company or to any person authorized by the chairman, upon completion of the scrutiny of the votes cast through remote e-voting.

In view of the current pandemic situation faced due to COVID-19 and in compliance of Circulars issued by the Ministry of Corporate Affairs for clarification on passing of Special and Ordinary Resolutions by the company, Notice of Postal Ballot is being sent through email to those members, whose email addresses are registered with the company/Depositories and whose name appears in the register of members of the company or register of beneficial owners as maintained by the depository as on **Friday, 30th July, 2021** ('Cut-off date'). Further, for those members who have not registered their email addresses with the company or depositories Physical copy of Postal Ballot Notice is being sent through permitted mode. The said Notice is also available on the website of the company www.gangaforging.com.

Members are requested to note that in compliance of Circulars issued by the MCA for clarification on passing of special and ordinary resolutions and modalities to be followed by the companies for taking approval of their members and to avoid difficulties involved in dispatch of physical Postal Ballot Form to the scrutinizer within the prescribed time due to threat imposed by COVID-19 pandemic, the voting for resolutions as set out in this notice shall be take place through remote e-voting only. Therefore, the members have to convey their assent or dissent through remote e-voting only.

The voting results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.gangaforging.com and also on the website of stock exchange www.nseindia.com .

The resolutions, if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. **Saturday, 04th September, 2021**



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RESOLUTIONS:

1. Approval of Sub division of equity shares 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 61(1)(d) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and also read with the Companies (Share Capital and Debenture) Rules, 2014 and also subject to applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and as per article 58 of the Article of Association of the Company and pursuant to recommendation made by the Board of Directors of the Company and subject to required approvals, consents and permissions as may be necessary in this connection, the Authorized Share Capital of the Company Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each, be and is hereby sub divided into 12,00,00,000 (Twelve Crore) equity shares of face value of Re. 1/- (Rupee One Only) each."

"RESOLVED FURTHER THAT issued, subscribed and paid up share capital of the company, comprising of 1,05,96,441 (One Crore Five Lacs Ninety-Six Thousand Four Hundred and Forty-One) equity shares of Rs. 10/- (Rupees Ten Only) aggregating to Rs. 10,59,64,410/- (Rupees Ten Crore Fifty-Nine Lacs Sixty-Four Thousand Four Hundred and Ten Only), held by the shareholders of the Company as on the record date to be decided aggregating to Rs. 10,59,64,410/- (Rupees Ten Crore Fifty-Nine Lacs Sixty-Four Thousand Four Hundred and Ten Only), be sub divided into 10,59,64,410 (Ten Crore Fifty-Nine Lacs Sixty-Four Thousand Four Hundred and Ten) equity shares of face value of Re. 1/- (Rupee One Only) each, aggregating to Rs. 10,59,64,410/- (Rupees Ten Crore Fifty-Nine Lacs Sixty-Four Thousand Four Hundred and Ten Only)."

"RESOLVED FURTHER THAT the effect of this resolution will be sub division of Share capital of the company without any change in the total capital of the Company."

"RESOLVED FURTHER THAT the equity shares to be issued after sub division of face value of Shares shall be issued in the same mode as the members holding shares as on the record date to be decided for the same."



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“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions for sub division of equity shares as the Board may in its absolute discretion deem fit.”

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

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

28th July, 2021



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2. Alteration in Clause V i.e Capital Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as a consequences of sub division of equity shares of the Company, Clause V (Capital Clause) of the Memorandum of Association of the company be and is hereby substituted with the following clause:

“The Authorized Share Capital of the company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore) equity shares of Re. 1/- (Rupee One Only) each.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution.”

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

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

28th July, 2021



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3. Revision in terms of appointment and remuneration of Shri Hiralal Tilva [DIN: 00022539] as the Managing Director of the Company

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

“RESOLVED THAT pursuant to provisions of section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with rules made thereunder and as per provisions of Schedule V of the Act (including any statutory modifications or re-enactment thereof for the time being in force) and as per Article of Association of the Company and in pursuance of the recommendations of the Nomination and Remuneration Committee of the Board and Board of Directors of the Company, consent of the members be and is hereby given for revision in terms of appointment of Shri Hiralal Tilva [DIN: 00022539] as the Chairman & Managing Director of the Company, upto his existing tenure which ends on 01st April, 2023, on such terms and conditions as set out in the explanatory statement annexed to this notice and as decided by the Board of Directors. The Board may vary or alter the terms and conditions as it may deem fit.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution.”

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

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

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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts and reasons for the proposed resolutions is annexed hereto.
2. The Postal Ballot Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the company/depository. For those members who have not registered their email addresses, physical copy of Postal Ballot Notice is being sent through permitted mode.
3. Members who have not registered their email addresses are requested to register the same with the Company or Depository Participant(s) for sending future communications in electronic mode.
4. Postal Ballot Notice is also available on the website of the company at www.gangaforging.com.
5. The person whose name is registered in the register of members of the company or register of beneficial owner as maintained by the depositories, as on **Friday, 30th July, 2021** [Cut-off date for sending the Postal Ballot Notice] shall be entitled for receiving the notice of Postal Ballot.
6. Only those members whose names are recorded in the register of members of the company or in the register of beneficial owners as maintained by the depositories, as on **Friday, 30th July, 2021** [Cut-off date for voting right] shall be entitled to cast their votes through remote e-voting facility.
7. The remote e-voting period commences from **Friday, 06th August, 2021** and end on at **5.00 p.m. Saturday, 04th September, 2021**. The e-voting module shall be disabled by the Link Intime India Private Limited thereafter.
8. Further note that the voting for resolutions as set out in this notice shall be take place through remote e-voting only. Therefore, the members entitled to vote have to convey their assent or dissent through remote e-voting only.
9. The voting results on the resolutions as set out in this notice shall be available within two working days after the last date for e-voting, on the website of the company at www.gangaforging.com as well as also on the website of the Stock Exchange at www.nseindia.com
10. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company during normal business hours on all working days (i.e. except Wednesday and public holidays) between 11:00 A.M. to 06:00 P.M. up to the last date for voting i.e. **Saturday, 04th September, 2021**.
11. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting as specified by the Company for receipt of assent or dissent from the shareholders i.e. **Saturday, 04th September, 2021**.
12. Resolutions passed by the Members through postal ballot is deemed to have been passed at a general meeting of the members.



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13. Any query/grievances relating to the postal ballot process may be addressed to CS Drashti Vaghasiya, Company Secretary and Compliance Officer of the company through email at cs@gangaforging.com.

14. Event Number of the Company for e-Voting on Insta -Vote is:

Event No.	210182
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15. The instructions for remote e-voting are as under:

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 post 9th June, 2021.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• 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 meeting.• If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



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	<ul style="list-style-type: none">• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.• If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.



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<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab.



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	<p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.



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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

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

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2:

Members are aware that initially the equity shares of the company got listed on the SME Emerge Platform of the National Stock Exchange of India Limited ("The Stock Exchange") in the year 2018. Recently, the equity shares of the Company had been migrated from SME Emerge Platform to the Main Board of the Stock Exchange w.e f. 06th July, 2021. Now, to offer more liquidity to retail investors in the shares of the company, the Board of Directors of the company, at its meeting held on 28th July, 2021, has recommended sub division of the face value of equity shares of the Company from Rs. 10/- per share to the face value Rs. 1/- each.

Therefore, Resolution No. 1 is proposed to be passed as an Ordinary Resolution to obtain approval of members of the Company for subdivision of nominal value of per share of the Company, from Rs. 10/- per share to Rs. 1/- per share. It is also clarified that this resolution shall not have any effect on the total share capital of the Company.

Consequent to the sub division of face value of shares, it is also necessary to alter the Clause V i.e. Capital Clause of the Memorandum of Association of the Company, to indicate the sub division of Authorized share capital of the company. Therefore, Resolution No. 2 is proposed to be passed as a Special Resolution to amend the Capital clause of the MOA of the Company.

None of the Directors or Key Managerial Personnel of the Company is interested in the said Resolutions except to the extent of their shareholding.

Any Document referred to in aforesaid resolution at Item No. 1 and 2 is available for inspection for any member at the registered office of the Company between 11:00 am to 06:00 pm during any working day (i.e. except Wednesday and public holidays).

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

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

28th July, 2021



GANGA FORGING LIMITED

[CIN: L28910GJ1988PLC011694]

Registered Office: Survey No. 55/1 P6/P1/P1, Near Shree Stamping, Village: Sadak Pipaliya, Tal: Gondal, Dis: Rajkot 360311, Gujarat, India

Email: gangaforging@yahoo.co.in, info@gangaforging.com

URL: www.gangaforging.com

Phone: 02827 - 252077 **Fax:** 02827 - 252208

Item No.3:

The Board of Directors at its meeting held on 28th July, 2021 has, subject to approval of members, considered and approved revision in terms of appointment of Shri Hiralal Tilva as a Managing Director of the Company, upto his existing tenure which ends on 01st April, 2023, on such terms and conditions as may be decided and approved by the Board.

It is further to note that Shri Hiralal Tilva has attained the age of 70 years. Therefore, after considering the provisions of Section 196(3)(a) read with provisions of Schedule V to the Companies Act, 2013, he can continue as the Chairman & Managing Director of the company after obtaining the approval of members by passing of the Special Resolution. Shri Tilva is having experience of more than 30 years in the Forging Industries. He has been the guiding force behind the strategic decisions of the company and has played an instrumental role in development of company. Hence, it is recommended to increase his remuneration and vary terms of his appointment.

Broad particulars of terms and remuneration payable to Shri Hiralal Tilva [DIN: 00022539] are as under:

- A. The term of the employment shall be upto 01st April, 2023.
- B. Shri Hiralal Tilva will be paid remuneration of Rs. 1,85,000/- per month with authority to the Board of Directors, to increase the same from time to time in accordance with limits as specified in Schedule V to the Companies Act, 2013 subject to the approval of shareholders at the General Meeting.
- C. He shall be entitled to HRA, provident fund, superannuation fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.
- D. Other Perquisites:
 - a. Shri Tilva shall also be provided with Company maintained car with driver, Medical Insurance and Club Membership.
 - b. The Company shall reimburse reasonable medical cost incurred by him, his wife and children either directly or through appropriate insurance.
 - c. The Company shall make available to him telephone facility at his residence including cell phone to be used for the purposes of the business.



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Shri Hiralal Tilva satisfies all the other conditions as set out in Part-I of Schedule V of the Act. He is also not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013.

The members are requested to pass the said Resolution as Special Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Director and KMP) of the Company is interested in the said Resolution except Shri Hiralal Tilva, Chairman and Managing Director [DIN: 0022539], Mrs. Sheetal Chaniara, Wholetime Director [DIN: 07528297], Mrs. Avni Dadhaniya, Chief Financial Officer, Smt Daxaben Tilva, Mrs. Hetal Mayurkumar Kalaria, and Mr. Sanjivkumar Chaniara are interested in the said Resolution.

Any Document referred to in aforesaid resolution at Item No. 1 and 2 is available for inspection for any member at the registered office of the Company between 11:00 am to 06:00 pm during any working day (i.e. except Wednesday and public holidays).

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

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

28th July, 2021