# Shree Ganesh Forgings Ltd.

FACTORY C-3/C, TRANS TRANE CREEK IND. AREA, PAWNE, THANE-BELAPUR ROAD, NAVI MUMBAI - 400 705.
Phones : 91-22-2761 1331 / 2768 1157 / 2768 1158
(Please visit our website at : www.shreeganeshforgings@vsnl.com)
E-mail : shreeganeshforgings@vsnl.com


**Date :- 26th September, 2018**

**The Deputy General Manager**
**Corp orate Relationship Dept.**
**Bombay Stock Exchange Ltd.**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
**Scrip Code:-532643**

**The Secretary,**
**National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai-400051
**Scrip Code:-SGFL**

Dear Sir,

**Sub:- Regulation 30 And 44 of The SEBI (Listing Obligations And Disclosure Requirements).**

The Company's 45th Annual General meeting was held on Monday, 24th September, 2018 at 3.30 P.M. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, MCC Path, Fort, Mumbai-400001.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided e-voting facility and voting by poll at the AGM. Mr. Anish Gupta, Company Secretary of M/s. Anish Gupta and Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the e-voting and votes by poll at AGM. The Scrutinizer's Report dated 26th September, 2018 is attached as **Annexure 1**. All resolutions as set out in the Notice of AGM have been duly approved by the shareholders with requisite majority.

In terms of the provisions of regulation 44 of Listing regulations, the details of the results of voting held through remote e-voting and Voting by Poll at the AGM is Attached as **Annexure 2**

Thanking You,

Yours Faithfully,
**For Shree Ganesh Forgings Limited**

**Deepak Sekhri**
**Chairman**
**DIN:-00054671**


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RWTÜV

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# Anish Gupta & Associates

COMPANY SECRETARIES

Anish Gupta
B.com, FCS, LL.B

413 Autumn Grove, Lokhandwala, Kandivali(E),Mumbai –400101
India, Call: +91 022 29659720 email: anish@csanishgupta.com


**Consolidated Scrutinizer's Report**

To,
The Chairman
**Shree Ganesh Forgings Limited**
**412, EMCA House,**
**S.B.S Road, Fort,**
**Mumbai - 400001**

Dear Sir,

**Sub: Passing of Resolution(s) through remote e-voting and voting by poll at the venue of the Annual General Meeting pursuant to 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Board of Directors of Shree Ganesh Forgings Limited (hereinafter referred to as the "**Company**") at its meeting held on 23rd August, 2018 has appointed me as the Scrutinizer for the Remote E-voting process as well as the electronic voting to be conducted at the venue of the 45th Annual General Meeting ("AGM") 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 by the Companies (Management and Administration) Amendment Rules, 2016 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance with the provisions of the Companies Act, 2013 and the Rules made their under relating to voting through remote e-voting and voting by using poll papers by the members on the resolution proposed in the notice of 45th Annual General Meeting of the Company is the responsibility of the management, my responsibility as a Scrutinizer is to ensure that the voting process through both remove e-voting and by use of poll papers at the meeting are conducted in a fair and transparent manner and provide consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions, based on the report generated from the electronic voting system provided by the CDSL and the report generated for voting by use of poll papers at the AGM.

**Report on Scrutiny:**

- The Company had appointed Central Depository Services (India) Limited ("**CDSL**") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the AGM of the Company.
- M/s Bigshare Services Private Limited is the Registrar and Share Transfer Agent of the Company.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Monday, September 17, 2018.**



- The Remote E-Voting facility was opened for the Members to cast their votes from Friday, September 21, 2018 at 9:00 a.m. (IST) and ended on Sunday, September 23, 2018 at 5.00 p.m. (IST).

- The Annual Report was sent to all the Members on August 30, 2018 at their registered address through the permitted mode.

- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Financial Express, and Regional Language in Mumbai Lakshwadeep on 02nd September, 2018.

- At the end of the voting period on September 23, 2018 at 5.00 P.M., the voting portal of **CDSL** was blocked.

- As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

- Accordingly, **CDSL** pro vided me the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.

- At the venue of the AGM the facility to vote by using poll papers was provided to facilitate those Members present at the AGM who could not participate through Remote E-voting to record their votes.

- On Monday, September 24, 2018, after counting of the votes conducted at the venue of the AGM through Poll, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Zinal Shah and Ms. Sneha Kanojia who acted as the witnesses.

- After the time fixed for voting of the poll, one poll box kept for polling was locked and sealed in my presence with due identification marks placed by me.

- The locked poll box was subsequently opened in my presence and poll papers were diligently scrutinized. The voting done through remote e-voting and Poll at the AGM were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company.

- Thereafter, I now submit my consolidated report as under on the result of the voting through remove e-voting and voting conducted through poll paper at the venue of 45th AGM in respect of all the resolutions included in the notice of AGM.

- The combined results of the remote e-voting together with that of the voting conducted at venue of the AGM by way of Poll Paper is as under:

| Details | Remote E-voting | Voting by Poll at the AGM | Total voting |
|---|---|---|---|
| Number of Members who cast their votes | 8 | 21 | 29 |





| | | | |
|---|---|---|---|
| Total number of Shares held by them | 220 | 3946904 | 3947124 |
| Valid Votes | 29 | | |
| Abstained / ~~Partly Voted~~/Invalid | 5 Votes consists of 83 shares had abstained from voting.<br>2 votes consist of 15 shares invalid for signature mismatch. | | |

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and Poll at the venue of the meeting.

**Item No. 1 of the Notice (As an Ordinary Resolution):**

**Adoption of the Audited Financial Statements for the financial year ended March 31, 2018, the Reports of Directors' and Auditors' thereon:**

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Partly voted/ Invalid |
|---|---|---|---|---|---|
| | No. of shares | % | No. of shares | % | No. of shares |
| Remote E-voting | 220 | 0.01 | - | - | - |
| Poll at AGM | 3946904 | 99.99 | - | - | 98 |
| Total | 3947124 | 100 | - | - | 98 |

Item 1 of Notice of AGM stands passed with the **requisite majority.**

**Item No. 2 of the Notice (As an Ordinary Resolution):**

**Regularization of the Appointment of Mr Manoj B. Chaudhari ( DIN: 08175104), as Director of the Company:**

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Partly voted/ Invalid |
|---|---|---|---|---|---|
| | No. of shares | % | No. of shares | % | No. of shares |
| Remote E-voting | 220 | 0.01 | - | - | - |
| Poll at AGM | 3946904 | 99.99 | - | - | 98 |
| Total | 3947124 | 100 | - | - | 98 |

Item 2 of Notice of AGM stands passed with the **requisite majority.**

**Item No. 3 of the Notice (As an Ordinary Resolution):**

**Regularization of the Appointment of Mr Sharad Y. Dighe ( DIN: 08177368), as Director of the Company:**

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Partly voted/ Invalid |
|---|---|---|---|---|---|
| | No. of shares | % | No. of shares | % | No. of shares |
| Remote E-voting | 220 | 0.01 | - | - | - |
| Poll at AGM | 3946904 | 99.99 | - | - | 98 |





| | | | | | |
|---|---|---|---|---|---|
| Total | 3947124 | 100 | - | - | 98 |

Item 3 of Notice of AGM stands passed with the **requisite majority.**

**Item No. 4 of the Notice (As an Special Resolution):**

**To consider and approve the sale/Transfer/ Dispose off the Undertakings/ properties of the Company under Section 180(1)(a) of the Companies Act, 2013**

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Partly voted/ Invalid |
|---|---|---|---|---|---|
| | No. of shares | % | No. of shares | % | No. of shares |
| Remote E-voting | 220 | 0.01 | - | - | - |
| Poll at AGM | 3946904 | 99.99 | - | - | 98 |
| Total | 3947124 | 100 | - | - | 98 |

Item 4 of Notice of AGM stands passed with the **requisite majority.**

All the Resolutions mentioned in the Notice of AGM dated 23rd August, 2018 as per the above details stand passed under Remote E-voting and voting conducted at the AGM by way of Poll with the requisite majority.

I hereby confirm that I have maintained the Registers in respect of the votes cast through Remote E-Voting and Poll conducted at AGM by the Members of the Company. All relevant records of Poll will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 45th AGM of the Company and the same shall be handed over thereafter to the Chairman or Company Secretary of the Company for safe keeping.

Thanking you.

Yours truly,
**For, Anish Gupta& Associates**
**Company Secretaries**

Anish Gupta FCS-5733 CP-4092 Company Secretaries

**Anish Gupta**
**(Scrutinizer)**
**Proprietor**
**M No.:-5733/COP:-4092**

**Date:**
***Place:Mumbai***

**Witnesses:**

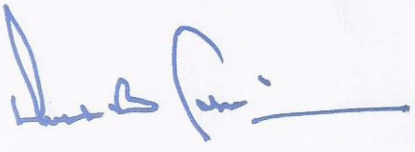
1. Ms. Zinal Shah _____
2. Ms. Sneha Kanojia _____

**Received the Report together with other data/records mentioned therein:**

Place: Mumbai
Date:26th September, 2018

**Counter Signed by Mr. Deepak Sekhri, Chairman**

| Resolution (1) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Adoption of the Audited Financial Statements for the financial year ended March 31, 2018, the Reports of Directors' and Auditors' | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | | | | | | |
| | Poll | 7165340 | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7165340 | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 5335134 | 220 | 0.0041 | 220 | 0 | 100.0000 | 0.0000 |
| | Poll | | 316 | 0.0059 | 316 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 5335134 | 536 | 0.0100 | 536 | 0 | 100.0000 | 0.0000 |
| Total | | 12500474 | 3947124 | 31.5758 | 3947124 | 0 | 100.0000 | 0.0000 |





| Resolution (2) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Regularization of the Appointment of Mr Manoj B. Chaudhari DIN: 08175104, as Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7165340 | | | | | | |
| | Poll | | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7165340 | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 5335134 | 220 | 0.0041 | 220 | 0 | 100.0000 | 0.0000 |
| | Poll | | 316 | 0.0059 | 316 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 5335134 | 536 | 0.0100 | 536 | 0 | 100.0000 | 0.0000 |
| Total | | 12500474 | 3947124 | 31.5758 | 3947124 | 0 | 100.0000 | 0.0000 |

SHREE GANESH FORGINGS LTD. MUMBAI

| Resolution (3) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Regularization of the Appointment of Mr Sharad Y. Dighe ( DIN: 08177368), as Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7165340 | | | | | | |
| | Poll | | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7165340 | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 5335134 | 220 | 0.0041 | 220 | 0 | 100.0000 | 0.0000 |
| | Poll | | 316 | 0.0059 | 316 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 5335134 | 536 | 0.0100 | 536 | 0 | 100.0000 | 0.0000 |
| Total | | 12500474 | 3947124 | 31.5758 | 3947124 | 0 | 100.0000 | 0.0000 |

SHREE GANESH FORGINGS LTD. MUMBAI

| Resolution (4) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To consider and approve the sale/Transfer/ Dispose off the Undertakings/ properties of the Company under Section 180(1)(a) of the Companies Act, 2013 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7165340 | | | | | | |
| | Poll | | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7165340 | 3946588 | 55.0789 | 3946588 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 5335134 | 220 | 0.0041 | 220 | 0 | 100.0000 | 0.0000 |
| | Poll | | 316 | 0.0059 | 316 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 5335134 | 536 | 0.0100 | 536 | 0 | 100.0000 | 0.0000 |
| Total | | 12500474 | 3947124 | 31.5758 | 3947124 | 0 | 100.0000 | 0.0000 |

SHREE GANESH FORGINGS LTD. MUMBAI