

# Shree Ganesh Forgings Ltd.

Registered Office : 412, Emca House, 289, SBS Road, Fort, Mumbai – 400 001.

PHONE : 91-22-67470274 /67470273

(Please visit our website at : [www.shreeganeshforgings@vsnl.com](http://www.shreeganeshforgings@vsnl.com))

Email : [purchase@shreeganeshforgings.com](mailto:purchase@shreeganeshforgings.com)

Date : August 25, 2020

The Manager  
Listing Department,  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 001

Scrip Code: 532633

The Assistant Vice President  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai-400 051  
Symbol : SGFL

Respected Sir / Madam,

## **Sub: Notice of Extra-Ordinary General Meeting.**

This is to inform you that an Extra-Ordinary General Meeting of the members of Shree Ganesh Forgings Limited will be held on Wednesday, September 23, 2020 at 03:30 PM. through Video Conferencing, to transact Special Business of Appointment of Statutory Auditor to fill casual vacancy caused due to resignation of M/s R.K. Chaudhary & Associates, Chartered Accountants (Firm Registration No. 133512W), Mumbai.

We are enclosing herewith a copy of notice of the EOGM.

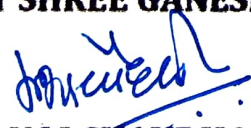
This information is furnished under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please take note of the same.

Thanking you,

Yours Faithfully,

For **SHREE GANESH FORGINGS LIMITED**

  
**MANOJ CHAUDHARI BHAULAL**  
**DIRECTOR**  
**DIN: 08175104**

Encl: As above

# Shree Ganesh Forgings Ltd.

Registered Office : 412, Emca House, 289, SBS Road, Fort, Mumbai – 400 001.

PHONE : 91-22-67470274 /67470273

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Email : [purchase@shreeganeshforgings.com](mailto:purchase@shreeganeshforgings.com)

## Extra-Ordinary General Meeting

Of

**SHREE GANESH FORGINGS LIMITED**

|              |                         |
|--------------|-------------------------|
| <b>DAY:</b>  | Wednesday               |
| <b>DATE:</b> | September 23, 2020      |
| <b>TIME:</b> | 3:30 P.M.               |
| <b>MODE:</b> | Thru Video Conferencing |

## NOTICE

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the members of **SHREE GANESH FORGINGS LIMITED** will be held on Wednesday, September 23, 2020, at 3.30p.m. through Video Conference (VC) or other Audio Visuals means ("OAVM") to transact the following businesses:

### **SPECIAL BUSINESS:**

#### **1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**: -

**"RESOLVED THAT** pursuant to provision of Section 139(8) read with the Companies (Audit and Auditors Rules, 2014 (the Rules) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time including any statutory modification(s) or amendment thereto or re-enactment therefore for the time being in force, and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint M/s.AMAA & Associates, Chartered Accountant (Firm Registration No. 013066C), Mumbai as Statutory Auditor of the Company to fill the casual vacancy caused by resignation of M/s R.K. Chaudhary & Associates, Chartered Accountants (Firm Registration No. 133512W), Mumbai.

**RESOLVED FURTHER THAT** M/s. AMAA & Associates, Chartered Accountant (Firm Registration No. 013066C), be and are hereby appointed as Statutory Auditor of the Company and that they shall hold the office of the Statutory Auditor of the Company till the ensuing Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the period ended on 31<sup>st</sup> March, 2020, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company (or any Committee thereof) and the Auditors.

**RESOLVED FURTHER THAT** any of the board of directors of the Company, be and are, hereby severally or jointly empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

#### **Registered Office:**

412, Emca House, S.B.S Road,  
Fort Mumbai MH 400001 IN

By Order of the Board  
**FOR SHREE GANESH FORGINGS LIMITED**



**MANOJ CHAUDHARI BHAULAL**  
Director  
DIN: 08175104

**PLACE : Mumbai**  
**DATE : August 20, 2020**

## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020(collectively referred to as "said Circulars").

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to convene its ensuing Extra Ordinary General Meeting EOGM through VC/ OAVM, and the Shareholders can attend and participate in the ensuing AGM through VC/ OAVM.

2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the NOTICE OF EGM and in line with the said Circulars issued by the MCA and said SEBI Circular, the Copy of EGM Notice of the Company *inter alia* indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.
7. The Notice of the EGM can be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL

(agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)

8. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA) at Bigshare Services Pvt Ltd, [rajeshm@bigshareonline.com](mailto:rajeshm@bigshareonline.com) by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.

The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before 19th September, 2020, through Email on [purchase@shreeganeshforgings.com](mailto:purchase@shreeganeshforgings.com) The same will be replied by/ on behalf of the Company suitably.

9. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts concerning the business accompanying Notice, is annexed hereto.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

|                                                        | <b>For Shareholders holding shares in Demat Form and Physical Form</b>                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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> <ul style="list-style-type: none"> <li>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.</li> </ul>                |
| Dividend Bank Details<br><b>OR</b> 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> <ul style="list-style-type: none"> <li>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 (v).</li> </ul> |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**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:**

1. 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 (selfattested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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 aforesaid glitches.
5. 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 atleast two (2) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [purchase@shreeganeshforgings.com](mailto:purchase@shreeganeshforgings.com) (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance two (2) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM 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 EGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

#### **(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 Scrutinizer and to the Company at the email address viz; [purchase@shreeganeshforging.com](mailto:purchase@shreeganeshforging.com) (designated email address by company), 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 EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### **OTHER INSTRUCTIONS:**

1. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. September 16, 2020 ), shall be entitled to cast their vote either through remote evoting or through venue voting through VC/OAVM at the EGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
2. The remote e-voting period begins on Friday, September 18, 2020 at 9:00 A.M. (IST) and ends on Tuesday, September 22, 2020 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
3. The Members who have cast their vote by remote-evoting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again.

4. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at EGM will not be considered.
5. The Board of Directors has appointed Shri Anish Gupta (Membership No. F5733, COP-4092), Practising Company Secretary, Proprietor of M/s. Anish Gupta & Associates, Mumbai, as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner and to submit report thereon.
6. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately and on the Notice Board of the Company at its registered office after the result is declared and the same shall also be submitted with the stock exchanges for posting on their portals.
7. The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), Bigshare Services Pvt Ltd., at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059., regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.
8. Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
9. As per the MCA General Circular 17/2020 dated April 13, 2020, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant.
10. The Results of business transacted at the Extraordinary General Meeting shall be placed on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately and on the Notice Board of the Company at its registered office after the result is declared and the same shall also be submitted with the stock exchanges for posting on their portals.

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

### **ITEM NO. 1:**

M/s. R.K. Chaudhary & Associates, Chartered Accountant (Firm Registration No. 133512W), Mumbai have tendered resignation from the position of Statutory Auditor due to their pre-occupation in other assignments to act as Statutory Auditor of the Company, resulting into casual vacancy caused in the office of Statutory Auditors of the company as envisaged by section 139 (8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on Thursday, August 20, 2020, that M/s. AMAA & Associates, Chartered Accountant (Firm Registration No. 013066C), be appointed as the Statutory Auditor of the Company to fill casual vacancy caused by the resignation of M/s. R.K. Chaudhary & Associates Chartered Accountant.

M/s. AMAA & Associates, Chartered Accountant (Firm Registration No. 013066C) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members,

None of the Directors and Key Managerial Personnel of the Company, or their relatives, in any way, concerned or interested in the said resolution.

#### **Registered Office:**

412, Emca House, S.B.S Road,  
Fort Mumbai MH 400001 IN

By Order of the Board  
**FOR SHREE GANESH FORGINGS LIMITED**



**MANOJ CHAUDHARI BHAULAL**  
Director  
DIN: 08175104

**PLACE : Mumbai**  
**DATE : August 20, 2020**

## **ROUTE MAP AND PROMINENT LANDMARK OF EGM VENUE AND ATTENDANCE SLIP**

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.