NOTICE

Notice is hereby given that the 43rdAnnual General Meeting of the shareholders of M/s Shree Ganesh Forgings Limited shall be held on Monday, 12thday of September, 2016 at BabasahebDahanukarSabhagriha, Maharashtra Chamber of Commerce, MCC Path, Fort, Mumbai-400001at 3.30 PM at to transact the following business as:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016 together with the Reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mrs.Anita Deepak Sekhri (DIN: 00054725) who retires by rotation and being eligible, seeks re - appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 139(2) and 142(1) of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Batliboi&Purohit (Firm Registration No.101048W), Chartered Accountants, be and is hereby reappointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Forty Fourth Annual General Meeting of the Company to be held in the year 2017, at such remuneration plus service tax,out of pocket,travelling expenses,etc.as may be mutually agreed between the Board of Directors of the Company and Auditor."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as **OrdinaryResolution**:-

   "RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof) and Regulation 23of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby given to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with M/s Namha Metals Limited, M/s Dean Akshatt Exim Private Limited, M/s Anglo Piping International Private Limitedand Namah Euro Enterprises,related parties within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 25 crores from the financial year 2015-2016 and onward and includes the transactions carried with its related parties during the previous financial year.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle anyquestion, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and executenecessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as maybe necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents andwritings in this regard.

   RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statuary, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

By Order Of The Board Of Directors
FOR SHREE GANESH FORGINGS LIMITED

DEEPAK BALKRISHAN SEKHRI
CHAIRMAN
DIN NO. 00054671

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY FIFTH ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

2. A Person Act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total shares capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of 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. The holder of proxy shall prove his identity at the time of attending the meeting.

3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

4. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but shall not have a right to vote.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 10thSeptember 2016 to Monday, 12thSeptember 2016 (both days inclusive) for the purpose of Annual General Meeting.

6. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company's Registrar and Share Transfer Agents before the closure of the Register of Members for registration.

7. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.

8. Members holding shares in physical form and wishing to make / change in a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company.

9. The Company has entered into necessary arrangement with Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant.

10. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.

12. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.

13. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.

14. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission at the entrance to the place of the meeting.

15. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.

16. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote, whether in person or by proxy.

17. Pursuant to the provisions of section 205A of the Companies Act, 1956 as amended, dividend for the Financial year 2005-06 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years are transferring to IEPF Account.

18. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints.

    BIGSHARE SERVICES PRIVATE LIMITED
    E-2/3,Ansa Industrial Estate, Sakivihar Road,
    Saki Naka,Andheri (E),Mumbai-400 072
    Tel no: 2852 3474,2856 0652/53,2690 1335, Fax-2852 5207
    Email ID:bigshare@bom7.vsnl.net.in.

19. Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting

Name	**Ms. Anita Sekhri**
Date of Birth	28.01.1958
Directors Identification Number (DIN)	00054725
Age	58
Qualification	B.A
Expertise in Specific Area	Entrepreneur having more than two decades experience in material Management.
Date of first Appointment on board of the Company	02.06.1993
Shareholding in **SHREE GANESH FORGINGS LIMITED**	7.34%
List of Directorship held in other companies	Synergy papers Pvt. Ltd Dean Akshatt Exim Pvt. Ltd. Namha Metals Limited Mouse Metal Trading Co. Pvt. Ltd.
Membership/Chairmanships of Audit and stakeholders relationship committees	Audit Committee Nomination & Remuneration Committee stakeholders relationship committees

20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection by the members at the Meeting.

21. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, from 10 A.M TO 12 P.M.,except Saturdays.

22. Voting through electronic means:

I. In Compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015('Amendment Rules') and the regulation 44 of SEBI Listing Regulations, 2015,and Secretarial Standard, on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 43rdAnnual General Meeting (AGM) by electronic means and the business 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 AGM ("remote e-voting") will be provided by Central Depository Services (India)Limited (CDSL).

i. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have casted their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.

ii. The remote e-voting period commences on Friday, 09th September, 2016 (9.00 A.M. IST) and ends on Sunday, 11th September, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Sunday, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on Sunday, 11th September, 2016 after 5.00 P.M. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iii. The company has appointed Mr. Anish Gupta of M/s Anish Gupta & Associates, a practicing Company Secretary as scrutinizer to scrutinize the e-voting process in a fair and transparent manner

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Friday, 09th September, 2016 (9.00 A.M. IST) and ends on Sunday, 11th September, 2016 (5.00 P.M. IST). 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) on Monday, 05thSeptember 2016 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.

(iv) Click on Shareholders.

(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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(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 and voted on an earlier voting of any company, then your existing password is to be used.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both shareholders as well as physical shareholders) 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. 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.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat a or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio n in the Dividend Bank details field as mentioned in instruction (v).

(viii) If you are a first time user follow the steps given below:

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members 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 <SHREE GANESH FORGINGS LIMITED> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO"forvoting. 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) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin loginand 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 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.

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

The Company in its ordinary course of business and/or on arm's length basis trade in the various products from different customers in India and outside India. Given that M/s Namha Metals Limited, M/s Dean Akshatt Exim Private Limited and M/s Anglo Piping International Private Limited are in the similar line of business, the Company also carries some transactions with these companies. The transactions from these companies are dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies.

The Company has noted that M/s Namha Metals Limited, M/s Dean Akshatt Exim Private Limited, M/s Anglo Piping International Private Limited and Namah Euro Enterprises, fall under the category of a related party of the Company in terms of the provisions of the revised Guidelines of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The provisions of the LODR Guidelines consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through aOrdinary resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with related parties whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through aordinary resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with

SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015upto a maximum amount as mentioned in the respective resolutions from the financial year 2015-2016 and onward and includes the transactions carried with its related parties during the previous financial year.

All related parties shall abstain from voting on these resolutions.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 The particulars of the transaction which is proposed to be entered into by the Company , are provided n brief, herein below:-

S.No.	Particulars	Details
1.	Name of Related Party	1. Namha Metals Limited, 2. Dean Akshatt Exim Private Limited 3.Anglo Piping International Private Limited 4. Namah Euro Enterprise
2.	Name of Director of Key Managerial Personnel who is related	Mrs. Anita Deepak Sekhri Mr. Deepak Sekhri
3.	Nature of Relationship	Director and Relatives
4.	Monetary Value	Rs. 25 Crore
5.	Material Terms and other relevant information	Purchase of material by the Company from and the sale ofCompany's product(s) to these companies are dependenton the requirement of the Company for its products fromtime to time and ability of supply of specified material bythese companies. Obtain premises on lease and payment of rent
6.	Any advance paid or received forthe arrangement,If any.	As per industry norms, custom and uses

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangementsand limits at their meeting held on 25th May, 2016 and have approved the proposed arrangements with theRelated Party(ies) and have also decided to seek approvalof shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act 2013 read with theCompanies (Meeting of Board and its Powers) Rules , 2014 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Mr. Deepak Sekhri, Managing Director, Ms. AnitaSekhri, Whole Time Director and their relatives who directly hold in aggregate 7165340 equity shares of the Company areconcerned or interested in the ordinary resolutions at Item No. 4.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested inthe resolution.

The Board of Directors recommends the above ordinary resolutions for your approval.

By Order Of The Board Of Directors
FOR SHREE GANESH FORGINGS LIMITED

DEEPAK BALKRISHAN SEKHRI
CHAIRMAN
DIN NO. 00054671

Place: Mumbai
Date:13/08/2016

PROXY FORM NO. MGT-11

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

SHREE GANESH FORGINGS LIMITED
CIN No.L17200MH1972PLC016008
Regd Office: ***412, EMCA House, S.B.S. Road, Fort, Mumbai-400001***
Phone:……..Email id:…….web:……

Name of the Member:

Name of the Member(s)		
Registered Address:		
Email-Id:		
CLIENT ID/Folio No.		DP ID:

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

1. Name:……..Address:……
   Email Id:……,
or failing him
2. Name:……..Address:……
   Email Id:……,
or failing him
3. Name:……..Address:……
   Email Id:……,
or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the company to be held on 12th September, 2016 at 03.30 p.m. at BabasahebDahanukarSabhagriha, Maharashtra Chamber of Commerce, MCC Path, Fort, Mumbai – 400 001or at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions
1	Adoption of the Audited Financial Statement for the financial year ended 31st March, 2016 together with the Auditor's and Director's Report thereon
2	Re-appointment of Mr. Deepak BalkrishanSekhri, Director retiring by rotation
3	To Re-appointment of M/s. Batliboi&Purohit, Chartered Accountants, Mumbai as Statutory Auditors of the Company
4	Approval for Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s)

Signed this.…….day of ……..2016.

Signature of Shareholder:……

Rs. 1/- Revenue Stamp

Signature of the Proxy Holder(s) (1)
……(2)……(3)……...

Note: The proxy form must be deposited at the Registered office of the company not less than 48 hours before thetime of the holding the meeting. The proxy need not be a member of the company.

ATTENDANCE SLIP

SHREE GANESH FORGINGS LIMITED
CIN No.L17200MH1972PLC016008

Regd Office: ***412, EMCA House, S.B.S. Road, Fort, Mumbai-400001***
Phone:……..Email id:…….web:……

DP ID.*	Client ID*	Folio No.	No. ofShare(s) held

* Applicable for members who are holding shares in dematerialized form

I hereby record my presence at the 43rdAnnual General Meeting of the Company on 12thSeptember 2016 at 03.30 p.m. at BabasahebDahanukarSabhagriha, Maharashtra Chamber of Commerce, MCC Path, Fort, Mumbai – 400 001.

Name of the Member(s)	
Signature of the Member	
Name of the Proxy	
Signature of the Proxy	

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested tobring their copies of the Annual Report to the AGM.

ROAD MAP

