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

SGFL/BSE/NSE/2018-19/327

Date :- 03rd September, 2018

TO:

The Manager The Bombay Stock Exchange (BSE Limited) Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 BSE Scrip Code : 532643	The Manager National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Scrip Symbol : SGFL

Dear Sir

Sub:- Notice of 45th Annual General Meeting

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) regulations, 2015, Please Find enclosed the Notice of the 45th Annual General meeting of the company to be held on Monday, 24th day of September, 2018 at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, MCC Path, fort, Mumbai – 400 001 at 3.30 P.M.

Thanking You,

Yours Faithfully,

For Shree Ganesh Forgings Ltd.

Authorized Signatory

Encl : - As Above

TÜV CERT ISO 9001:2008 Certificate 04100 1999 0695-E3
RWTÜV

6A - 0734

SHREE GANESH FORGINGS LIMITED
CIN: -L17200MH1972PLC016008

45TH ANNUAL REPORT

2017-2018

SHREE GANESH FORGINGS LIMITED

BOARD OF DIRECTORS

Mr. Deepak BalkrishanSekhri	- Director
Mrs. Anita Deepak Sekhri	- Director
Mr. ManojB. Chaudhari	- Director
Mr. Sharad Y. Dighe	- Director
Mr. Gain Prakash Singh	- Independent Director
Mr. Pronab Kumar Chakravarty	- Chief Financial Officer

AUDITORS

M/s. R. K. Chaudhary, Chartered Accountants

SECRETARIAL AUDITOR

Mr. MadhukarApte, Company Secretary

REGISTERED OFFICE

412, EMCA House,
S.B.S. Road,
Fort, Mumbai – 400001

BANKERS

IDBI Bank

SHARE TRANSFER AGENT

M/s Bigshare Services Private Limited,
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki NakaAndheri-East
Mumbai–400072.

Notice
Directors Report
Management Discussion And Analysis
Corporate Governance Report
Independent Auditors Report
Balance Sheet
Profit And Loss
Notes On Financial Statement
Cash Flow Statement
Attendance Slip
Proxy Form

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the shareholders of M/s Shree Ganesh Forgings Limited shall be held on Monday, 24th day of September, 2018 at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, MCC Path, Fort, Mumbai-400001at 3.30 p.m. 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, 2018 together with the Reports of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **Regularization of the Appointment of Mr Manoj B. Chaudhari (DIN: 08175104), as Director 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 the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and on the basis recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Manoj B. Chaudhari (holding DIN: 08175104), who was appointed as an Additional Director on 11th July, 2018 pursuant to the provisions of Section 161 and holds Office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as Director of the Company."

3. **Regularization of the Appointment of Mr Sharad Y. Dighe (DIN: 08177368), as Director 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 the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and on the basis recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Sharad Y. Dighe (holding DIN: 08177368), who was appointed as an Additional Director on 11th July, 2018 pursuant to the provisions of Section 161 and holds Office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as Director of the Company."

4. **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**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified there under and the Articles of Association of the Company, the provisions of the SEBI (LODR) Regulation's, 2015, such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent and approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including power conferred by this resolution), to sell/transfer dispose off the Undertakings/ properties/business or substantial part of the undertaking / properties/business of the Company together with all specified tangible and intangible assets, including land, plant and machinery and other assets in relation to the undertaking as going Concern or in any other manner as the Board may deem fit in the interest of the Company, on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the undertaking as they may in their absolute discretion deem fit."

By Order of the Board of Directors

FOR SHREE GANESH FORGINGS LIMITED

Place: Mumbai
Date: 23.08.2018

DEEPAK BALKRISHAN SEKHRI
CHAIRMAN
DIN: 00054671

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FORTYFIFTH 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. Proxy/Proxies submitted on behalf of limited Companies, etc., must be supported by appropriate resolutions / authority, as applicable. A person shall act as proxy for only fifty (50) members and holding in aggregate not more than ten (10) per cent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 of the Companies Act, 2013 with respect to item nos. 2 and 3 of the Notice is annexed hereto and forms part of this Notice.

5. 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.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 22nd September 2018 to Monday, 24th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

7. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

15. In the general interest of the Members, it is requested of them to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:
    • For shares held in physical form: with the Registrarand Transfer Agent of the Company.
    • For shares held in dematerialized form: with thedepository participant with whom they maintain their demat account.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

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

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the relevant details of Director seeking re-appointment are provided as below:

Name	**Mr. Manoj B. Chaudhari**	**Mr. Sharad Y. Dighe**
Date of Birth	03/06/1974	19/03/1959
Directors Identification	08175104	08177368

Number (DIN)		
Age	44 Years	59 Years
Qualification	B.com	B.com
Expertise in Specific Area	Accounts and Finance	Accounts and administration
Date of first Appointment on board of the Company	11th July, 2018	11th July, 2018
Shareholding in **SHREE GANESH FORGINGS LIMITED**	NA	NA
List of Directorship held in other companies	NA	NA
Membership/Chairmanships of Audit and stakeholders relationship committees	Nil	Nil

23. 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.

24. 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.

25. 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 45thAnnual 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.

I. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Commencement of e-voting	***From (09.00 a.m.) on 21.09.2018***
End of e-voting	***Upto (05.00 p.m.) on 23.09.2018***
Cut-off Date	***17.09.2018***

II. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

III. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.

IV. The company has appointed Mr. Anish Gupta, Company Secretaries (CP NO. 4092), as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

V. The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with a physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

VI. "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period. A separate communication containing all necessary instructions and relevant information is enclosed separately in the Annual Report.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Friday, 21st September, 2018 (9.00 A.M. IST) and ends on Sunday, 23rd September, 2018 (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, 17th September, 2018 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 demat 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 yourdemat account 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 number 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.

(i) The Board of Directors has appointed Mr. Anish Gupta, Practising Company Secretary (FCS 5733, CP 4092) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.

(ii) The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e-voting period.

(iii) Route map giving directions to the venue of the meeting is annexed to the Notice.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Mr. Manoj B. Chaudhari was appointed as an Additional director with the recommendation of Nomination and Remuneration committee and Board of Director w.e.f. 11th July, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. He holds office upto the date of ensuing Annual General Meeting of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Manoj B. Chaudhari for the office of Director.

Mr. Manoj B. Chaudhari is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has furnished consent/ declarations for his appointment as required under the Act and the Rules thereunder.

Mr. Manoj B. Chaudhari having more than 15 years of experience in Accounts and Finance.Considering his vast expertise and knowledge, it would be in the interest of the Company that Mr.Manojbe appointed as a Non-Executive Director, liable to retire by rotation, on the Board of the Company.

Your Directors, therefore, on the recommendation of Nomination and Remuneration Committee recommends the appointment of Mr. Manoj B. Chaudhari (DIN:08175104) as a Director of the Company, as set forth in Item No. 2 of this Notice.

Except Mr. Manoj B. Chaudhari, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned with or interested in the resolution set out at Item No 2.

Item No. 3

Mr. Sharad Yashwant Dighe was appointed as an Additional director with the recommendation of Nomination and Remuneration committee and Board of Director w.e.f. 11th July, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. He holds office upto the date of ensuing Annual General Meeting of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Sharad Yashwant Dighefor the office of Director.

Mr. Sharad Yashwant Dighe is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has furnished consent/ declarations for his appointment as required under the Act and the Rules thereunder.

Mr. Sharad Yashwant Dighehaving more than 10 years of experience in Accounts and Administration of the Company.Considering his vast expertise and knowledge, it would be in the interest of the Company that Mr.Sharadbe appointed as a Non-Executive Director, liable to retire by rotation, on the Board of the Company.

Your Directors, therefore, , on the recommendation of Nomination and Remuneration Committee recommend the appointment of Mr.Sharad Yashwant Dighe(DIN:08177368) as a Director of the Company, as set forth in Item No. 3 of this Notice.

Except Mr.Sharad Yashwant Dighe, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned with or interested in the resolution set out at Item No 3.

Item no. 4

The Company's share capital was eroded and our accounts with the banks were designated as Non- Performing Asset (NPA) by the bankers due to non-payment of dues. The Company is taking all requisite measures to ensure that the outstanding dues to the bankers is settled and has already given its proposal for one-time settlement with the bankers.

The Board is also evaluating various options with respect to raising the funds required for settling the banks' dues, including selling or leasing the land on which the factory is situated and shifting the operations to an alternate site.

The settlement are on with the bankers and other options such as sale or lease of land and buildings and shifting operations to another location, or sale of business are being explored actively so as to generate the required funds.

The Board of Directors of the Company recommends the special resolution as set out in the accompanying notice at item no. 4 for approval of the shareholders to authorise Board of Directors including any committee if formed thereof, to sell/transfer/ dispose off the Undertakings/ properties/ business or substantial part of the undertaking / properties/ business/ tangible/ intangible assets/ land/ plant and machinery/other assets of the Company.

Mr. Deepak B. Sekhri, Mrs. Anita Sekhri, their relatives and associate Companies considered as related parties to the extent of the funding by them to the Company towards settlement of the Loan with the Bankers/ARC's and the matters related to this resolution.

No other Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolution as set out in Item No.4.

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

Place:Mumbai
Date: 23.08.2018

DEEPAK BALKRISHAN SEKHRI
CHAIRMAN
DIN: 00054671

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 45thAnnual General Meeting of the Company on 24thSeptember, 2018 at 3:30 p.m. at Babasaheb Dahanukar Sabhagriha, 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 to bring their copies of the Annual Report to the AGM.

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 45th Annual General Meeting of the company to be held on 24th September, 2018 at 03.30 p.m. at Babasaheb Dahanukar Sabhagriha, 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, 2018 together with the Auditor's and Director's Report thereon
2	Appointment of Mr Manoj B. Chaudhari (DIN: 08175104), as Director of the Company
3	Appointment of Mr Sharad Y. Dighe (DIN: 08177368), as Director of the Company
4	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

Signed this.…….day of ……..2018.

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.

ROAD MAP TO REACH VENUE OF AGM

