



GANGA FORGING LIMITED

[CIN: L28910GJ1988PLC011694]

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

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

URL: www.gangaforging.com

Phone: +91 84600 00335 **Fax:** 02827 - 252208

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (LODR), including any statutory modification (s) or re-enactment thereof, for the time being in force, also read with the General Circular No. 09/2023 dated 25th September, 2023 in continuation to Ministry's General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 03/2022 dated 05th May, 2022 and Circular No. 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, Government of India ("the MCA"), in relation to "Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 read with rules made thereunder", Secretarial Standard on General Meeting (SS-2) issued by the Company Secretaries of India and pursuant to other applicable laws, Rules and regulations, that the Resolution set out as below is proposed to be passed by the members of Ganga Forging Limited ("the Company") through Postal Ballot by remote e-voting process only.

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

Further, pursuant to compliance with the provisions of Section 108 and 110 read with Rule 20 and 22 of the Rules, Circulars issued by the MCA and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, company is offering e-voting facility to its members for exercising their voting rights through remote e-voting.

The company has engaged the services of **Link Intime India Private Limited** ("LIPL") (Registrar and Share Transfer Agent) as the agency to provide e-Voting facility.

The Board of Directors of your company at its meeting held on Friday, 17th November, 2023 had appointed CS (Ms.) Purvi Dave, Partner of MJP Associates, Practising Company Secretaries, Rajkot as Scrutinizer to conduct the postal ballot process, through remote e-voting, in a fair and transparent manner. After completion of e-Voting process, the Scrutinizer will submit her report to the Chairman of the Company or to any person authorized by the chairman, upon completion of the scrutiny of the votes cast through remote e-voting.

In accordance with the Circulars issued by the Ministry of Corporate Affairs, Notice of Postal Ballot is being sent through email only to those members, whose email addresses are registered with the company/Depositories and whose name appears in the register of members of the company or register of beneficial owners as maintained by the depository as on **Friday, 17th November, 2023** ('Cut-off date').



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Further, for those members whose email address is not registered with the depositories, the said Notice is also available on the website of the company www.gangaforging.com.

The Members holding Equity Shares of the company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head, 'Instructions for e-Voting' in this Postal Ballot Notice to convey/record their assent or dissent through remote e-voting only. Members are further requested to note that the voting for resolutions as set out in this notice shall be take place through remote e-voting only.

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

The resolutions, if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. **Friday, 22nd December, 2023**.



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RESOLUTION:

1. APPOINTMENT OF MR. NISHITH TRIVEDI [DIN: 10332082] AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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


“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee of the Company, Mr. Nishith Trivedi [DIN: 10332082], who was appointed as an Additional Director under the category of an Independent Director w.e.f. 26th September, 2023 by the Board of Directors pursuant to provision of Section 161(1) of the Act and the Article of Association of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable for retirement by rotation, to hold office for a period of 5 (five) years w.e.f 26th September, 2023.”

“RESOLVED FURTHER THAT the Board of Directors of the Company including any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

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

17th November, 2023

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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts and reasons for the proposed resolutions is annexed hereto.
2. In accordance with the General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), this Postal Ballot Notice is being sent only by electronic mode to those members whose names appears in the Register of Members/ List of Beneficial Owners as on **Friday, 17th November, 2023 ("Cut-Off Date")** received from the Depositories and whose e-mail address are registered with the Company/Depositories. A copy of this Postal Ballot Notice will also be available on the website of the Company (<https://www.gangaforging.com>), website of the Stock Exchange (www.nseindia.com) and website of the Link Intime India Private Limited <https://instavote.linkintime.co.in>.
3. In accordance with the General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the physical copies of Postal Ballot Notice, along with Postal Ballot Forms and pre-paid business envelope, are not being sent to any members. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-Voting.
4. Members who have not registered their email address are requested to register the same with the Company or Depository Participant(s) for sending future communications in electronic mode.
5. whose names appears in the Register of Members/ List of Beneficial Owners as on **Friday, 17th November, 2023 ("Cut-Off Date")** received from the Depositories and whose e-mail address are registered with the Company/Depositories, shall be entitled to cast their votes through remote e-voting facility.
6. The remote e-voting period commences from **09:00 a.m. (IST) Thursday, 23rd November, 2023** and end on at **5.00 p.m. (IST) Friday, 22nd December, 2023**. The e-voting module shall be disabled by the Link Intime India Private Limited thereafter.
7. Further note that the voting for resolution as set out in this notice shall be take place through remote e-voting only. Therefore, the members entitled to vote have to convey their assent or dissent through remote e-voting only.
8. The voting results on the resolution as set out in this notice shall be available within two working days after the last date for e-voting shall be intimated to the Stock Exchange and also available on the website of the company at www.gangaforging.com as well as also on the website of the Stock Exchange at www.nseindia.com



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9. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company during normal business hours on all working days (i.e. except Wednesday and public holidays) between 11:00 A.M. to 06:00 P.M. up to the last date for voting i.e. **Friday, 22nd December, 2023.**
10. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting as specified by the Company for receipt of assent or dissent from the shareholders i.e. **Friday, 22nd December, 2023.**
11. Resolution passed by the Members through postal ballot is deemed to have been passed at a general meeting of the members.
12. Any query/grievances relating to the postal ballot process may be addressed to **CS Drashti Vaghasiya, Company Secretary and Compliance Officer** of the company through email at cs@gangaforging.com.
13. Event Number of the Company for e-Voting on Insta -Vote is:

Event No.	230666
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14. The instructions for remote e-voting are as under:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.


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

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

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

1. Individual Shareholders holding securities in demat mode with NSDL

- Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.


Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

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Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

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


Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company

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

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



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

The Board of Directors of the Company in their Meeting held on 26th September, 2023, based on recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article of Association of the Company, had approved appointment of Mr. Nishith Trivedi [DIN: 10332082] as an Additional Director under the Category of Independent Director for a term of 5 (Five) years w.e.f. 26th September, 2023, subject to approval of members of the company. The company had received consent from Mr. Nishith Trivedi, to act as a Director of the Company along with a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The company had also received a declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act, rule 6 (3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of members of the Company. Further, in terms of Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 effective from 01st January, 2022, the listed Companies are required to obtain the approval of the shareholders for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Nishith Trivedi would require the approval of the members of the Company on or before 25th December, 2023.

In the opinion of the Board, Mr. Trivedi fulfills the Conditions for appointment as an Independent Director of the Company as specified in the Act and SEBI Listing Regulations. Mr. Trivedi is a person of integrity and independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience in the field of financial restructuring of the business and in Security Market, his appointment is in the interest of the company.


The Board of Directors of the company recommend the passing of the Special Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

None of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in this resolution.

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

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

17th November, 2023

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Brief Profile of Mr. Nishith Trivedi

Sr. No.	Particulars	
1.	Name of the Director	Mr. Nishith Pavankumar Trivedi
2.	Date of Birth / Age	27/10/1984 (39 Years)
3.	Qualification	M.B.A
4.	Brief details of experience and nature of expertise	He had acted as a Manager of Rajkot Nagarik Sahakari Bank Limited for a period of more than 5 years. His core expertise is in the field of financial restructuring of the business and in Security Market.
5.	Directorship in other Companies	Nil