



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: info@gangaforging.com, marketing@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)

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 21 st March, 2025 at 09:00 a.m.	Saturday, 19 th April, 2025 at 05:00 p.m.

Dear Member(s),

NOTICE is hereby given to the Members of Ganga Forging Limited (the "Company") 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), Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, each as amended, including any statutory modification (s) or re-enactment thereof, for the time being in force and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting Postal Ballot process through e-voting vide General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 03/2022 dated 05th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 ("collectively the "MCA Circulars"), to transact the special business as set out hereunder by passing of an Ordinary Resolution by way of Postal Ballot only, by voting through electronic means ("remote e-voting").

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the Statement setting out the material facts and the reasons pertaining to the said Resolution is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

The company has engaged the service of **MUFG Intime India Private Limited** ("Previously known as Link Intime India Private Limited") (Registrar and Share Transfer Agent) as the agency to provide e-Voting facility. The instructions for remote e-voting are appended to this Notice.



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The Board of Directors of your company at its meeting held on Friday, 14th March, 2025 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 in his absence 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 the 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, 14th March, 2025** ('Cut-off date'). 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. **Saturday, 19th April, 2025**.



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SPECIAL BUSINESS:

RESOLUTION:

1. Approval of Related Party Transaction to be entered into with Mr. Mayurkumar Mansukhlal Kalaria

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 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions, if any, of the Companies Act, 2013 along with the rules framed thereunder read with Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), the Memorandum and Articles of Association of Ganga Forging Limited (“GFL” or “Company”), GFL’s Policy on Related Party Transactions, on the basis of approval and recommendation of the audit committee of GFL and the Board of Directors of GFL (hereinafter referred to as the “Board” which term shall be deemed to include any duly authorised committee constituted by the Board”), and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, and in supersession of Resolution passed at the Annual General Meeting held on 30th September, 2024, approval of the members of the Company (“Members”) be and is hereby accorded for entering into the transaction(s) with Mr. Mayurkumar Mansukhlal Kalaria (a ‘related party’ within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations) with respect to sale of the industrial plots of the Company vide Sub Plot No. A/1/8 & A/1/9 situated at Survey No. 30-1 & 298/P, Plot No. 1, Sub Plot No. A/1/8 & A/1/9, National Highway 8-B, Shapar (Veraval), Taluka: Kotda Sangani, Dis: Rajkot, total area admeasuring to 302.39 Sq. M. and 375.44 Sq. M. respectively, to Mr. Mayurkumar Mansukhlal Kalaria, related party of Mr. Hiralal Tilva, Chairman & Managing Director, (hereinafter referred to as Related Party) on total consideration of Rs. 35.95 Lacs and on other such terms and conditions as may be mutually agreed upon between the Board of Directors and the related party.”

“RESOLVED FURTHER THAT the Board of Directors of the Company / Audit Committee be and are hereby authorized to do and perform all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, arrangements, schemes, agreements, file applications, make representations thereof and seek approval from relevant authorities, if required and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek



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any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution. “

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

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 MCA Circulars, the company is sending this Postal Ballot Notice only by electronic mode to those members whose names appears in the Register of Members/ List of Beneficial Owners as on **Friday, 14th March, 2025 (“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).
3. In accordance with the 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 receiving the future communications in electronic mode.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on **Friday, 14th March, 2025 (“Cut-Off Date”)** shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
6. The remote e-voting period commences from **09:00 a.m. (IST) Friday, 21st March, 2025** and end on at **5.00 p.m. (IST) Saturday, 19th April, 2025**. The e-voting module shall be disabled by the e-voting agency after 05:00 PM on last day of the e-voting.



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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
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 05:00 P.M. up to the last date for voting i.e. **Saturday, 19th April, 2025.**
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. **Saturday, 19th April, 2025.**
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.	250123
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14.Remote e-Voting Instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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



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Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- 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.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password



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- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



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Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 NSDL form, shall provide ‘D’ above*

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

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”



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d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. 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 ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on "**Investor Mapping**" tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' -

i. NSDL demat account - User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account - User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name' - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 - Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.



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METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- 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).
- 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.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

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.



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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
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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the



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: info@gangaforging.com, marketing@gangaforging.com

URL: www.gangaforging.com

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

Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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:

In the Annual General Meeting (AGM) of the Company held on 30th September, 2024, the members had already approved this Related Party Transaction with Mr. Hiralal Tilva, Chairman and managing Director [DIN: 00022539] and also one of the Promoter of the Company. However, after members approval due to personal reasons, he has shown his unwillingness to enter into this transaction. Now, it is decided to do that transaction with Mr. Mayurkumar Mansukhlal Kalaria, who is Son-in-law of Mr. Hiralal Tilva and also a Husband of Mrs. Hetalben Kalaria, one of the members of Promoter Group.


Details and Background of the transaction:

On 06th May, 2021 members had approved to sell or dispose off twenty sub plots of one Industrial Plot of the Company situated at Plot No. 1, Survey No. 298 & 30, Rajkot Gondal National Highway, Veraval (Shapar), Rajkot, by passing of Special Resolution under section 180(1)(a) of the Companies Act, 2013, through Postal Ballot. From the date of approval of members in the year 2021 three sub plots were unsold till September, 2024. Further, in the Annual General Meeting held on 30th September, 2024 the company has taken approval of shareholders for selling two Sub Plots to Mr. Hiralal Tilva and one sub plot to Mr. Manishkumar Nar, being a Related Party Transactions (RPT). However, after members approval in the AGM Mr. Hiralal Tilva has shown his unwillingness to enter into this transaction.


Thereafter, it is proposed by Mr. Mayurkumar Mansukhlal Kalaria to purchase that two sub plots from the Company. However, Mr. Mayurkumar Kalaria being an immediate relative of member of the Promoter Group considered as related party for Ganga Forging Limited ("The Company") within the meaning of Section 2 (76) of the Companies Act, 2013 and as per Regulation 2(1)(zb) of the Listing Regulations. Therefore, as per the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder and also pursuant to the provisions of the SEBI Listing Regulations, prior approval of the audit committee and Shareholders is required. As the Audit Committee of the Company has considered the transaction and recommended the same to the Board for the approval of Shareholder. Further, please note that this transaction is not a material transaction as per reg. 23(1) of the Listing regulations and the said transaction will be done at arm's length price.

Brief particulars of transaction to be entered into with related party is as given below:

Sr. No.	Description	Details
1.	Basic details of Proposed Transaction with Related Party	Sale of Industrial Plots of the Company situated at Survey No. 30-1 & 298/P, Plot No. 1, Sub Plot No. A/1/8 & A/1/9, National Highway 8-B, Shapar (Veraval), Taluka: Kotda Sangani, Dis: Rajkot, total area admeasuring to 302.39 Sq. M. and 375.44 Sq. M. respectively.
2.	Name of Related Party and its relationship with the Company	Mayurkumar Mansukhlal Kalaria; He is a Son-in-law of Mr. Hiralal Tilva, Chairman and Managing Director of the Company and husband of Mrs. Hetalben Kalaria, one of the members of the Promoter Group.

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3.	Name of the director or key managerial personnel who is related, if any	Mr. Hiralal Mahidas Tilva, Chairman and Managing Director of the Company: Father-in-Law of Mr. Mayurkumar.
4.	Nature and duration of The Contract or Arrangement and particulars of the contract or arrangement	The transaction being in the nature of sale of immovable property. Hence, it is one time transaction.
5.	Tenure of the proposed transactions	One time Transaction
6.	Value of the proposed transactions	Rs. 16.05 Lacs of sub plot No. A/1/8 and Rs. 19.90 Lacs of sub plot no. A/1/9
7.	Rational or justification for determining the price	The above price has been finalized based on Jantri Value as fixed by the Government within the area, where the said Plots are situated. Further, the said price is equivalent to Jantri value.
8.	Any advance paid or received for the contract or arrangement, if any	Nil
9.	Justification as to why the RPT is in the interest of the Company	The company is not using the said plots. Therefore, by selling it the company can use sale proceeds in the business of the Company. Further the members have approved on 6.05.2021 to sell or dispose off twenty sub plots of one Industrial Plot of the Company situated at Plot No. 1, Survey No. 298 & 30, Rajkot Gondal National Highway, Veraval (Shapar), Rajkot, by passing of Special Resolution under section 180(1)(a) of the Companies Act, 2013, through Postal Ballot. From the date of approval of members in the year 2021 three sub plots were unsold till September, 2024.
10.	Certificate from Chief Financial Officer (CFO) and Key Managerial Personnel (KMP)	<p>The Audit Committee has reviewed certificate provided by the management to the effect that:</p> <ul style="list-style-type: none"> • RPT to be entered into are not prejudicial to the interest of public shareholders. • Terms and conditions of RPT are not unfavourable to listed entity • Compared to terms and conditions, had similar transaction been entered into with unrelated party

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11.	Valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions	Not Applicable
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Members are hereby requested to accord their consent for the said matter and pass the Resolution as an Ordinary Resolution. Further, Members are requested to take note that with the approval of this resolution, resolution passed in the Annual General Meeting on 30th September, 2024 for the same transaction shall be stand rescinded.

No any directors, Key Managerial Personnel, promoter and promoter group and their relatives are concerned and interested in the resolution except Mr. Hiralal Tilva, Chairman and Managing Director [DIN: 0022539], Mrs. Sheetal Chaniara -Wholetime Director [DIN: 07528297] and from Promoter Group Mrs. Hetal Mayurkumar Kalaria, Mrs. Daxaben Hiralal Tilva and Mrs. Avni Nileshkumar Dadhaniya are interested in the resolution.

Any documents referred to in the aforesaid Resolution and explanatory statement are available for inspection for any member between 11:00 am to 04:00 pm at the registered office of the company, during any working day except Wednesday and public holiday.

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

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

14th March, 2025

Registered Office:

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