

## Notice of the 37th Annual General Meeting

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of the Ganga Forging Limited will be held on **Saturday, 27<sup>th</sup> September, 2025** at **11:00 a.m.** at the Registered Office of the Company situated at **Sr. No. 55/1 P/6 P/1 P/1, Near Shree Stamping, At: Sadak Pipaliya, Ta: Gondal, Dist: Rajkot-360 311 (Gujarat), India** to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 and the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Hiralal Tilva, Chairman and Managing Director [DIN: 00022539], who retires by rotation at this meeting as a director and being eligible, offers himself for re-appointment.

### Special Business:

3. **Appointment of MJP Associates Practicing Company Secretaries, as the Secretarial Auditors of the company and fix their remuneration:**

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Board of Directors of the Company, MJP Associates, Practicing Company Secretaries (Firm Registration No. P2001GJ007900 and Peer Review Cert No. 1780/2022)) be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors (which shall include a Committee of the Board or an official of the Company authorized in this behalf)”

**“RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

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### 4. Re-appointment of Mr. Sagar R. Govani, [DIN: 09185913] as an independent director of the company

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulation") as amended from time to time and based on his evaluation of performance recommendations made by the Nomination and Remuneration Committee of the Board, Mr. Sagar R. Govani (DIN: 09185913), who was appointed as an Independent Director (Non-Executive) of the Company for a period of 5 (Five) years w.e.f 04<sup>th</sup> June, 2021, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulation, and he is also eligible for reappointment as an Independent Director of the Company, be and is hereby re-appointed as an independent Director of the Company, for a second term of five consecutive years commencing from 04<sup>th</sup> June, 2026 to 03<sup>rd</sup> June, 2031, not liable for retirement by rotation."

**"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 steps as may be necessary and expedient to give effect to this Resolution."

**Date:** 29<sup>th</sup> August, 2025

**Place:** Sadak Pipaliya

By Order of the Board of Directors  
**For, GANGA FORGING LIMITED**

Sd/-  
(Hiralal M. Tilva)  
Chairman and Managing Director  
[DIN: 00022539]

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### NOTES:

1. In Compliance of Ministry of Corporate Affairs ("MCA") general circular No. 09/2024 issued on 19<sup>th</sup> September, 2024 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 issued on 03<sup>rd</sup> October, 2024, Notice of the AGM along with the Annual Report for the F.Y. 2024-25 is being sent only through electronic mode to those members whose email address are registered with the Company/MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (RTA) or Depositories.

Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/DPs providing the weblink from where the Annual Report can be accessed on the Company's website.

Full copy of Annual Report will be available on the website of the company at <https://www.gangaforging.com> and also on the website of the Stock exchange at [www.nseindia.com](http://www.nseindia.com) and also on the website of Registrar and Share Transfer Agent (RTA) at <https://instavote.linkintime.co.in/> for download.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-25 and Notice of the AGM, may send request to the Company's email address at [cs@gangaforging.com](mailto:cs@gangaforging.com) mentioning Folio No. / DP ID and Client ID and full postal address.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses as set out in the Notice and the details as required under Reg. 36(3) of the SEBI Listing Regulation is annexed herewith.
3. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty [50] in numbers and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
5. If a proxy is appointed for more than fifty Members, he/she shall choose any fifty Members and confirm the same to the company before the commencement of specified period of inspection. In case the proxy fails to do so, the company shall consider only the first fifty proxies received as valid.
6. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
7. The Corporate/ Institutional Members (i.e. Other than individual/HUF/NRI etc.) intending to send their authorized representative(s) to attend the meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the relevant Board Resolution / Power of Attorney / Authority Letter etc. authorizing its representative to attend and vote at the meeting on their behalf. The said resolution/authorization shall be sent to the scrutinizer through email at [contact@csurvipota.in](mailto:contact@csurvipota.in) with a copy marked to [cs@gangaforging.com](mailto:cs@gangaforging.com)

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8. In compliance of Section 108 of the Companies, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, your company is pleased to provide remote e-Voting facility to its members for the business as may be transacted at the Annual General Meeting of the Company.
9. The members who have cast their votes by remote e-voting prior to the day of AGM may attend the meeting but shall not be entitled to cast their vote again at the venue of the AGM.
10. E-voting platform for remote e-voting shall be provided by the MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (Instavote), Registrar and Share Transfer Agent of the Company. The detailed instructions for remote e-voting as per the SEBI Circular dated 09<sup>th</sup> December, 2020 are annexed to this notice.
11. The remote e-voting period shall commence **at 09:00 AM on Wednesday, 24<sup>th</sup> September, 2025** and will end at **05:00 PM on Friday, 26<sup>th</sup> September, 2025**. During this period, the members of the company holding shares as on the cutoff date i.e **Friday, 19<sup>th</sup> September, 2025** may cast their vote electronically through remote e-voting or at the venue of the AGM. E-voting module shall be disabled by the Link Intime after 05:00 PM on Friday, 26<sup>th</sup> September, 2025.
12. Member's voting rights shall be in proportion to his/her share of paid-up share capital of the company. In case of Joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.
13. Statutory registers, Financial Statement and all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the venue of Annual General Meeting.
14. The person whose name is registered in the register of members of the Company or in the register of beneficial owners as maintained by the depositories as on **Friday, 29<sup>th</sup> August, 2025** [Cut-off date for receiving Notice and Annual Report], shall be entitled for receiving of the Notice of Annual General Meeting along with Annual Report for the F.Y. 2024-25, through their registered email-id.
15. The persons whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners as maintained by the Depositories as on **Friday, 19<sup>th</sup> September, 2025** (i.e., cut-off date) only shall be entitled to vote through remote e-voting or at the venue of AGM.
16. Members desirous of getting any information about the Financial Statements and/ or Operations of the Company or any questions at the Annual General Meeting are requested to write to the Company through email at [cs@gangaforging.com](mailto:cs@gangaforging.com) at least 7 days before the Annual General Meeting to enable us to keep the information ready at the Meeting.
17. The company has appointed CS Urvi Tapan Pota, Practicing Company Secretary, Ahmedabad to act as a scrutinizer, to scrutinize the voting through remote e-voting and voting through poll at the venue of the Annual General Meeting of the Company in a fair and transparent manner.



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18. The voting results will be declared within two working days after the conclusion of Annual General Meeting of the Company. The results declared by the Chairman along with the Scrutinizer's Report shall be communicated to the Stock Exchange and also be placed on the Website of the Company <https://www.gangaforging.com/InvestorsRelation/Announcement> and also on the website of Stock Exchange.
19. *Members whose email address is not registered with the Company or with their respective Depository Participant(s) are requested to get their email address registered with their respective Depository Participants for receiving all future communications to be sent by the Company, from time to time.*
20. *Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account etc. to their Depository Participants.*
21. Event No. of the company for e-Voting in Insta-vote is:

Event No.	250621
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**22. Instructions for E-voting:**

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 in their demat account to access e-Voting facility.

• **Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - NSDL IDeAS facility**

**Shareholders registered for IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

**Shareholders not registered for 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

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Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



## METHOD 2 - NSDL e-voting website:

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. 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.

## METHOD 3 - NSDL OTP based Login:

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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 registered with CDSL Easi/ Easiest facility:

### METHOD 1 - CDSL Easi/ Easiest facility:

#### Shareholders registered for Easi/Easiest facility

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

#### Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

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### METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post 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.

- **Login method for shareholders holding securities in physical form/ 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 and vote on InstaVote as under:

#### **STEP 1: LOGIN / SIGNUP to InstaVote**

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password
  - Enter Image Verification (CAPTCHA) Code
  - Click "Submit".  
(Home page of e-voting will open.  
Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

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1. User ID: Enter User ID
2. 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).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders holding shares in NSDL form, shall provide 'D' above
  - o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).  
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

### **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### **Guidelines for Institutional shareholders ("Custodian/ Corporate Body/ Mutual Fund")**



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### 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](mailto: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:
  - 1) 'Investor ID' - Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
  - 3) 'Investor PAN' - Enter your 10-digit PAN.
  - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 - Steps to cast vote for Resolutions through InstaVote

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

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) 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".
- d) Enter "16-digit Demat Account No.".
- e) 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'.
- f) 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.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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## METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "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](mailto: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.

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 request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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".

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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 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.

### **General Instructions - Shareholders**

- ❖ 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”.

## Notice of the 37th Annual General Meeting

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

#### Item No. 3:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and Rules made there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a Secretarial Audit Report, issued by the Practicing Company Secretary.

The Board at its meeting held on 30<sup>th</sup> May, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of MJP Associates, Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: P2001GJ007900 and Peer Review Certificate Number 1780/2022) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members

Pursuant to the Listing Regulations and amendments thereon, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any disqualification as specified by SEBI or any other regulatory authority.

The Board of Directors, pursuant to the recommendations of the Audit Committee, and after considering the experience, market standing and independence of the audit team, has recommended the appointment of MJP Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive financial years commencing from April 1, 2025 upto March 31, 2030.

MJP Associates is a well-established Practising Company Secretaries firm, having expertise in the field of Corporate Law, Secretarial Compliances, Secretarial Audit, Corporate Restructuring, Public Issues, Appearing before NCLT, Due Diligence, Reconciliation of Share Capital Audit etc. The firm is known for its commitment to quality and precision, and the firm has been Peer Reviewed the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. MJP Associates has 3 partners and focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and other strategic advises, to ensure regulatory adherence and operational efficiency.

The proposed fees in connection with the secretarial audit shall be Rs. 1,75,000/- (Rupees One Lac Seventy-Five thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and MJP Associates. In addition to the secretarial audit, MJP Associates, shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, in consultation with the Secretarial Auditors. The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across different sectors.



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MJP Associates, has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by MJP Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 3 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution as set out in Item No. 3 of the Notice.

### **Item No. 4:**

Mr. Sagar R. Govani [DIN: 09185913] was appointed as an Additional Director under the category of Non-Executive & Independent Director of the Company as on 04<sup>th</sup> June, 2021, and subsequently regularised as Non-Executive & Independent Director by passing of an ordinary resolution in the Annual General Meeting held on 30<sup>th</sup> September, 2021 to hold office for a term of 5 (Five) years w.e.f 04<sup>th</sup> June, 2021. As the existing tenure (first term) of these Directors will expire on 03<sup>rd</sup> June, 2026. Therefore, after taking into the consideration the performance evaluation of Mr. Govani during his first (existing) tenure and also taking into the account knowledge, experience and expertise, Nomination and remuneration committee has made recommendations to the Board for reappointment of Mr. Govani for the second term of five consecutive years commencing from 04<sup>th</sup> June, 2026 to 03<sup>rd</sup> June, 2031. Further, they also meet the criteria of independence for appointment as an independent director and Company has also received a declaration from them that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013, Rules made thereunder and also under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and have given their consent to act as an independent Director of the Company.

The Board of Directors are of the opinion that Mr. Govani is a person of integrity and possesses relevant expertise and experiences and eligible for the position of an Independent Directors of the Company and fulfils conditions specified under the provisions of companies Act, 2013.

Their brief resume, the nature of expertise in specific functional areas, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships, their shareholding etc., are separately annexed hereto.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item no. 4 as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

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### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY

<b>Name of Director &amp; DIN</b>	Mr. Hiralal M. Tilva [DIN:00022539]	Mr. Sagar R. Govani [DIN: 09185913]
<b>Nationality</b>	Indian	Indian
<b>Expertise in Specific Functional areas and experience</b>	Shri Hiralal Mahidas Tilva, aged 76 years, is one of the Promoters of our Company. He is associated with our Company since incorporation. He holds a Bachelor's degree in Science from Saurashtra University. He is a first-generation entrepreneur and has an experience of over 35 (Thirty-Five) years in Forging Industry. He has been the driving force behind the promotion and development of our Company and has contributed immensely towards the overall growth, innovation and success of our Company. He is responsible for expansion of our business and finding new products.	He has completed his B.Pharm in the year 1997 from Dharwad University, Karnataka. He was appointed as an Additional (Independent) Director of our Company on June 04, 2021 and thereafter regularised as an independent director of the company in the Annual General Meeting held on 30 <sup>th</sup> September, 2021 to hold office for a period of five years. He has experience in the pharmaceutical field and has more than 20 years of experience in the field of Pharma Industry.
<b>Terms and Conditions of Appointment/Re-appointment</b>	Liable to retire by rotation and being eligible offer himself for Re-appointment in the ensuing general meeting.	Re-appointment for a second term of five consecutive years subject to approval of shareholders
<b>Date of first appointment on the Board</b>	02 <sup>nd</sup> April, 2018	04 <sup>th</sup> June, 2021
<b>Directorship held in other companies</b>	1. Narmada Forge Private Limited 2. Narmada Rings Private Limited	Nil
<b>Shareholding in the Company</b>	1,60,27,360 Equity Shares	Nil
<b>Membership/Committee positions held in other companies</b>	Not Applicable	Not Applicable
<b>Relation with other director/s</b>	1. Sheetal Chaniara, Whole time Director: Daughter  2. Avni Dadhaniya, Chief Financial Officer: Daughter	None