

**GARG FURNACE LIMITED**  
**CIN: L99999PB1973PLC003385**  
**Regd.office: Kanganwal Road, V.P.O.Jugiana,**  
**G.T.Road, Ludhiana-141120**  
**Phone-+91-2512285, 8427900130**  
**Email\_ gargfurnace@yahoo.com**  
**Web:gargfurnaceltd.com**

NOTICE

Notice is hereby given that An Extra Ordinary General Meeting (EGM)of the members of the company would be held on Friday the 5th day of August, 2016 at 10:30 A.M. at the Registered office at Kanganwal Road V.P.O. Jugiana G T. Road, Ludhiana-141120 to transact the following Special business: -

**SPECIAL BUSINESS**

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

**Appointment of Statutory Auditors to fill casual vacancy**

**“RESOLVED THAT**, pursuant to the provisions of Section 139(8) of the Companies Act, 2013(Act) , read with any other applicable provisions of the Act and Rules made thereunder, as amended from time to time or any other law (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the casual Vacancy filled by the Board of Directors in it meeting held on 10/05/2016, by appointment of M/s Pawan Puri & Associates. Chartered Accountants Ludhiana (ICAI Registration No. **005950N**), be and is hereby approved and confirmed, as statutory auditors of the Company , which was created due to resignation of M/s Dass Khanna & Co. Chartered Accountants (ICAI Registration No. 000402N) ,who was statutory Auditor of the company .

**“RESOLVED FURTHER THAT** M/s Pawan Puri & Associates. Chartered Accountants shall hold office of Statutory Auditors of the Company till the conclusion of the 43<sup>rd</sup> Annual General Meeting to be held during current Financial Year, on such remuneration as may be fixed by the Audit Committee /Board of Directors of the Company in consultation with them.”

For and on behalf of the Board  
SD/-  
Devinder Garg  
Chairman  
DIN : 01665456

Place: LUDHIANA  
Date : 30/05/2016

## **NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.

2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.

3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.

5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.

6) Shareholders holding shares in the physical form are requested to notify any change in their address/mandate/bank details / e-mail address to, the Registrars and Transfer Agents, to facilitate better services.

g) Members are requested to register their e-mail addresses with the Company / Depository Participant to enable us to send you the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.

h) SEBI vide its circular ref no. MRD/DoP/ Cir-05/2009 dated 20.05.2009 has clarified that for securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/RTA for registration of such transfer of shares irrespective of the amount of such transaction.

i) All intended transferee(s) are, therefore, requested to furnish a self certified copy of their PAN Card along with the relevant transfer deed for registration of transfer of shares. Please note that the shares lodged for transfer without self certified copy of PAN Card of the transferee(s) shall be returned under objection.

l) The Company has provided facility of e-voting to its members as prescribed under the Companies Act, 2013. The instructions for e-voting are annexed to this Notice.

### **o) Voting through electronic means**

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their rights to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).The instructions for e-voting are as under:

1. The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on **Tuesday, 2<sup>nd</sup> August, 2016 (9.00AM IST)** and ends on **Thursday, 4<sup>th</sup> August, 2016 (5.30PM IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **29<sup>TH</sup> July 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website - **www.evotingindia.com**
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address slip</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</li> </ul>
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please</p>

	enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Garg Furnace Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **www.helpdesk.evotingindia.com**.
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) Any person, who acquires shares of the Company and become Member of the Company July, **2016** may follow the same instructions as mentioned above for e-Voting.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

i) Shri Baldev R Arora of M/s. Baldev Arora & Associates, Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

ii) The Scrutinizer shall immediately after the conclusion of voting at the General meeting first count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in voting who shall countersign the same.

The Scrutinizer shall submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman. The results declared along with the Scrutinizer’s report, will be posted on the Company’s Website by 7<sup>th</sup> August, 2016.

The investors may contact for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances /queries to the Company e-mail address

## **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 of the accompanying Notice dated 30/05/2016:

**Item No.1:**

M/s Dass Khanna & Co. Chartered Accountants (ICAI Registration No. 000402N) have tendered their resignation from the position of Statutory Auditors due to not agreed to the Audit fee, as offered / approved by Audit Committee /Board of directors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditors can only be filled by Board of Directors in their meeting, and their appointment shall be approved by the Members of the Company in General Meeting in Next Three Month, and if approved, they shall hold office till the conclusion of Next Annual General Meeting.

Accordingly, Board of directors after accepting the resignation of existing Auditors, and on recommendation of Audit Committee has filled the Casual vacancy in their meeting held on 10/05/2016, by appointing M/s Pawan Puri & Associates. Chartered Accountants Ludhiana (ICAI Registration No. **005950N**).The newly appointed auditors has been authorised by Board of Directors, to conduct the statutory Audit of the Company for the financial Year ended 31/03/2016. The said appointment has to approve by the shareholders in their meeting.

M/S Pawan Puri & Associates. Chartered Accountants Ludhiana, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

For and on behalf of the Board  
SD/-  
Devinder Garg  
Chairman  
DIN : 01665456

Place: LUDHIANA  
Date : 30/05/2016

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**Form No. MGT - 11**  
**PROXY FORM**

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

**GARG FURNACE LIMITED**  
**CIN: L99999PB1973PLC003385**  
**Regd.office: Kanganwal Road, V.P.O.Jugiana, G.T.Road, Ludhiana-141120**

Name of the member (s):.....  
Registered address:.....  
.....

E-mail Id:.....

Folio No/Client Id: ..... DP ID: .....

I/We, being the member(s) of GARG FURNACE LIMITED holding ..... shares of the above named  
company,  
hereby appoint

1. Name: .....  
Address: .....  
.....  
E-mail Id: .....

Signature: ....., or failing him

2. Name: .....  
Address: .....  
.....  
E-mail Id: .....

Signature: ....., or failing him

3 Name: .....  
Address: .....  
.....  
E-mail Id: .....

Signature: .....,

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General  
Meeting of the Company, to be held on Friday the 5th day of August, 2016 at 10.30 A.M and at any adjournment  
thereof in respect of such resolutions as are indicated below:

**Resolution Nos.**

- 1. To Appointment of Statutory Auditors to fill casual vacancy.**

Affix Revenue Stamp
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Signed this ..... day of ..... 2016

Signature of Shareholder .....

Signature of Proxy holder(s) .....

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the  
Company's Registered Office, not less than 48 hour before the commencement of the Meeting.

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**ATTENDANCE SLIP**  
**EXTRA ORDINARY GENERAL MEETING ON 5TH DAY OF AUGUST, 2016**

DP ID- Client ID/ Folio No :	
Name & Address of Sole Member:	
No. of Shares held:	

I certify that I am a member/ proxy of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on Friday the 5th day of August, 2016 at 10:30 A.M at Registered Office of the Company.

Member/ Proxy Signature

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**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	User ID	Password/Pin (Pan/Seq.No.)

**Note:** Please read the complete instructions given under the Notes (The instructions for shareholders voting electronically) to the Notice of Extra Ordinary General Meeting. The voting time starts from **Tuesday, 2<sup>nd</sup> August, 2016 (9.00AM IST)** and ends on **Thursday, 4<sup>th</sup> August, 2016 (5.30PM IST)**.. The voting module shall be disabled by CDSL for voting thereafter.



## **COURIER**

If not delivered, please return to:  
**GARG FURNACE LIMITED**  
**CIN: L99999PB1973PLC003385**  
**Regd.office: Kanganwal Road, V.P.O.Jugiana,**  
**G.T.Road, Ludhiana-141120**