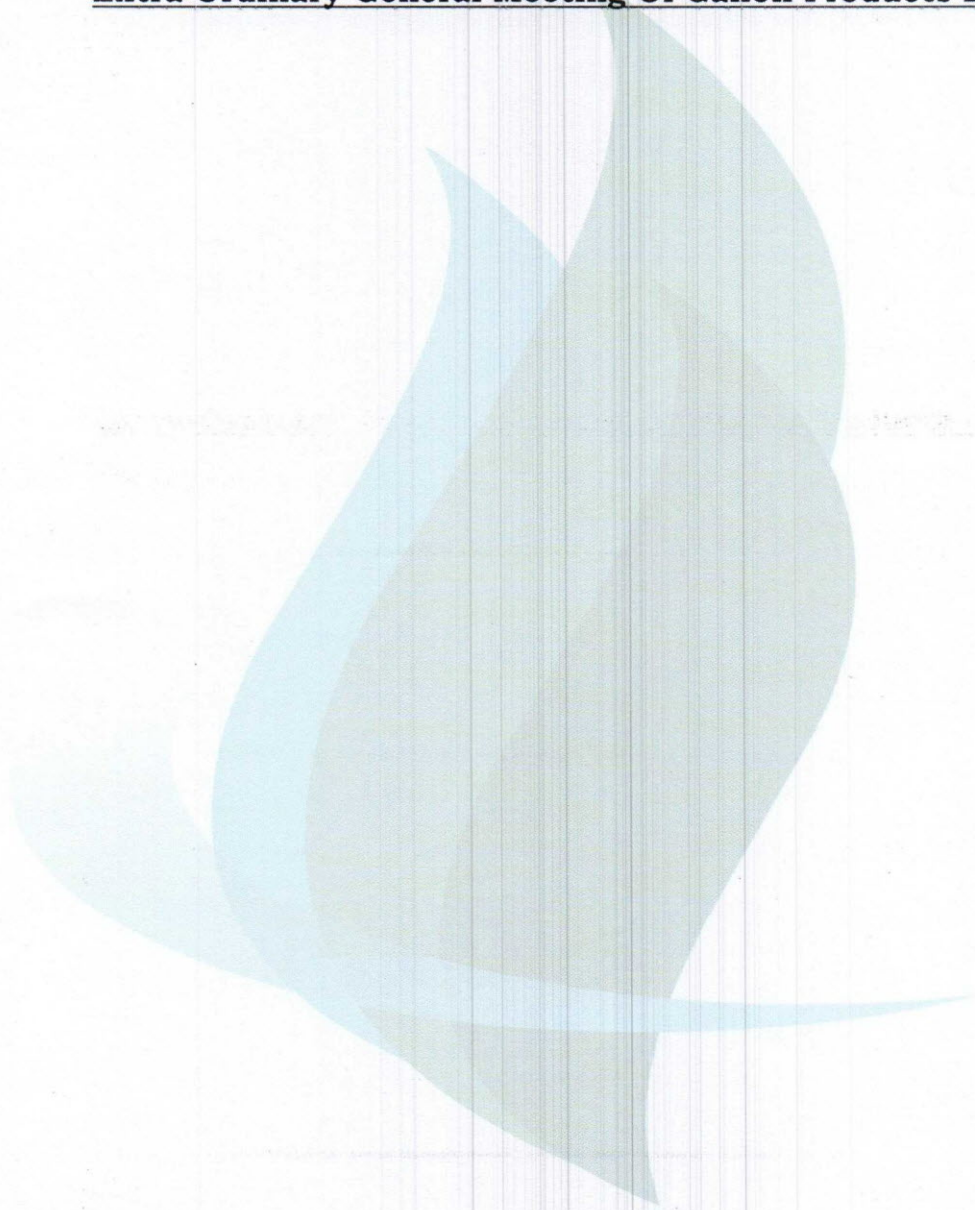




Ganon

Products Ltd.

Extra-Ordinary General Meeting Of Ganon Products Limited



Formerly Known as "Ganon Trading & Finance Co. Limited"

CIN: L51900MH1985PLC036708

Unit No.1207, B-wing, One BKC Bldg, G Block, Plot No. C-66, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

Tel: +91- 22- 61340900. Email ID: ganonproducts@gmail.com Website: www.ganonproducts.com



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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st Extraordinary General Meeting (EGM) of the Members of **M/s. GANON PRODUCTS LIMITED** for financial year 2019-20 will be held on Monday, 27th May 2019 at 11:00 a.m. at the registered office of the Company situated at Unit No. 1207, B Wing, One BKC Building, Plot No. C 66, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, to transact the following business:

SPECIAL BUSINESS

- 1. To ratify the Related Party Transaction with regards to Sale of Investment held by the Company in Zero Coupon Optionally Convertible Debenture of M/s. SPG Multi Trade Private Limited.**

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

“RESOLVED THAT pursuant to section 180, 188 of the Companies Act, 2013 as amended, read with the Companies (Meeting of the Board and its Powers) Rules, 2014 made thereunder, and other applicable provisions of the Companies Act, 2013 and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company, Members of the Company of the Company do hereby ratified related party transaction with sister concern company i.e. SPG Macrocosm Limited categorically for sale of investment in 91,500 Zero Coupon Optionally Fully Convertible Debenture of M/s. SPG Multi Trade Private Limited at a price of Rs. 1275/- per Debenture aggregating to Rs. 11,66,62,500/- (Rupees Eleven Crore Sixty Six Lakhs Sixty Two Thousand Five Hundred Only).

“RESOLVED FURTHER THAT Board of Directors be and are hereby authorize to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT, a copy of the above resolution duly certified as true by any one of the Director of the company be furnished to all such other parties as may be required from time to time in connection with the above matter.”



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Products Ltd.

2. To consider appointment of M/s. R V Luharuka & Co. LLP as a Statutory Auditor of the Company to fill the Casual Vacancy.

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

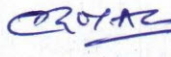
"RESOLVED THAT pursuant to the provisions of section 139(3) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. R V Luharuka & Co LLP, Chartered Accountants (FRN 105662W), Mumbai be and hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Vishwajeet Manish & Associates, Chartered Accountants (FRN 138891W), Mumbai.

"RESOLVED FURTHER THAT M/s. R V Luharuka & Co LLP, Chartered Accountants (FRN 105662W), Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditor of the Company from the conclusion of this meeting to the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them."

On Behalf of the Board of Director

Place: Mumbai
Date: 02nd May, 2019

Registered & Corporate Office:
Unit No 1207, B Wing, One BKC,
Plot No C - 66, BandraKurla Complex,
Bandra East, Mumbai - 400051.
E-mail address:
Website: www.ganonproducts.com


Madanlal Goyal
Chairman
DIN. 00456394





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NOTES FOR MEMBERS ATTENTION:

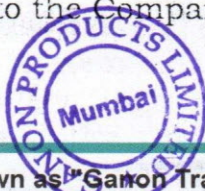
1. A member entitled to attend and vote at the Extraordinary General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

Proxies submitted on behalf of Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting). Instructions and other information relating to e-voting are given in this Notice under Note No 17. The Company will also send communication relating to e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

Signature



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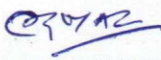
Tel: +91- 22- 61340900. Email ID: ganonproducts@gmail.com Website: www.ganonproducts.com

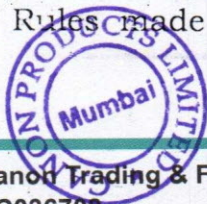


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6. Members / Proxies / Authorized Signatory are requested to bring to the Meeting necessary details of their Shareholding, attendance slip(s) and copies of their EGM Notice.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013 and other Statutory Register as required to be maintained under the Companies Act, 2013 will be available for inspection by the members at the meeting.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Further SEBI (Listing Obligations and Depository Regulations) (Fourth Amendment) Regulation, 2018 dated 8th June 2018 has restrain transfer of securities held in physical form from December 5, 2018 and henceforth Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
11. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificate to M/s. Sharex Dynamic (India) Private Limited (RTA) for doing the needful.
12. (a) The members who are holding shares in physical form are requested to intimate any change in their address with pincode immediately either to the Company or to the Registrar & Share Transfer Agent.
b) The members who are holding shares in demat form are requested to intimate any change in their address with pincode immediately to their Depository Participants.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice and other





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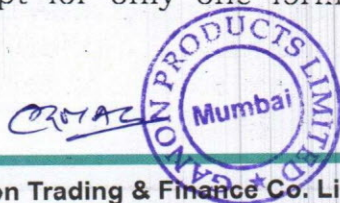
communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a request to Company at its email Id i.e. ganonproducts@gmail.com. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request

14. The Notice of the Meeting, Notes along with Attendance Slip and proxy form etc. are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of the Meeting, Notes along with Attendance Slip and proxy form etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the aforesaid documents in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting.
15. A Route Map showing direction to reach the venue of 1st EGM is given in the Notice as per the requirement of the Secretarial Standard – 2 on General Meeting.
16. Members may also note that the Notice of the Extraordinary General Meeting and other relevant documents will be available on the company's website i.e.

17. VOTING THROUGH ELECTRONIC MEANS

- (a) Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 1st EGM for FY 2019-20 by electronic means and the business shall be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot / polling paper shall be made available at the EGM, to all the members attending the EGM, who have not opted evoting facility. Further, the members who have opted evoting facility may also attend the EGM but shall not be entitled to cast their vote again at the EGM. Kindly note that members can opt for only one form of voting i.e. either by Ballot Forms or



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through e-voting. If members are opting for e-voting then they should not vote by Ballot Forms and vice-versa.

However, in case members casting their vote both by e-voting and Ballot Forms, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

- (b) The Board of Directors of the company has appointed Mr. Milan Tanna, Practising Company Secretaries as Scrutinizer for conducting the e-voting process and Physical Ballot at the Extraordinary General Meeting in a fair and transparent manner.
- (c) The login ID and password for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (d) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 20th May 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting / Poll.
- (e) Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, 20th May 2019 may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at _____ with a copy to _____. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
- (f) The e-voting facility will be available during the following period:
Commencement of e-voting: From 9.00 a.m. (IST) on 24th May 2019.
End of e-voting: Up to 5.00 p.m. (IST) on 26th May 2019.
- (g) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



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- (h) The Scrutinizer shall after the conclusion of voting at the Extraordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

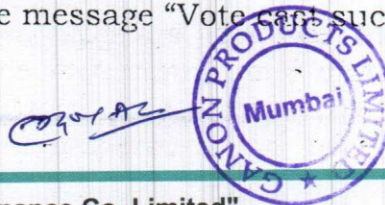
The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ganonproducts.com and on the website of NSDL www.evoting.nsd.com. The results shall simultaneously be communicated to the Stock Exchanges where the securities are listed.

- (i) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 2th May, 2019.

(j) **The process and manner for remote e-voting are as under:**

(1) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsd.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Name of the company".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.





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- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@ganonproducts.com with a copy marked to

(2) In case of Member whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:

- (i) Initial password is provided as below in ballot form: Electronic Voting Event Number (EVEN) USER ID PASSWORD
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (iii) Those members who are unable to cast their vote through evoting mechanism, may fill up the ballot form and submit the same in a sealed envelop to the Madanlal Goyal, Director of the Company, Ganon Products Limited, Unit No. 1207, B Wing, ONE BKC Building, Plot No. C 66, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400051 so as to reach latest by 5:00 pm on 26th May, 2019. Ballot forms received thereafter will strictly be treated as if not received. In the event a member casts his votes through both the processes, i.e. evoting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (v) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (vi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).





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Explanatory Statement to the Notice of the Annual General Meeting, as per Section 102(1) of the Companies Act, 2013.

Item No.1

To ratify the Related Party Transaction with regards to Sale of Investment held by the Company in Zero Coupon Optionally Convertible Debenture of M/s. SPG Multi Trade Private Limited.

Brief Background of Investment

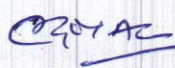
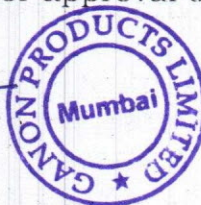
M/s. Ganon Products Limited ("**Seller / Investor**") has subscribed 91,500 Zero Coupon Optionally Fully Convertible Debenture of M/s. SPG Multi Trade Private Limited ("**Investee Company**") at a price of 1000/- per Debenture on 27th March 2014 by executing Convertible Debenture Subscription Agreement with Investee Company. As per the said Agreement the Debenture shall be convertible at the option of the Investor, between 18 months to 36 months from the date of issue, into Equity Shares of the Company. After the lapse of 36 Months from the date of issue, it shall be mandatory converted into Equity Shares. However with the mutual consent of Investor and Issuer, they had renewed the period of conversion or redemption by two years from the mandatorily conversion or redemption.

However before the Conversion of said Debenture into Equity Shares of Investee Company, M/s. SPG Macrocosm Limited, a sister Concern Company desires to purchase the said securities at agreed consideration as given under the resolution and Board of Directors of the Company has accorded their approval for sale of Investment to SPG Macrocosm Limited vide Board Resolution dated March 20, 2019.

Further SPG Macrocosm Limited and M/s. SPG Multi Trade Private Limited are Sister Concern Companies and they are Related Party as per section 2(76) of Companies Act, 2013. Being a Related Party Transaction approval of Members by way of Ordinary Resolution is required as per section 128 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested in the said Resolutions.

The Board recommends Ordinary Resolutions for approval of the Members.



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To consider appointment of M/s. R V Luharuka & Co. LLP as a Statutory Auditor of the Company to fill the casual vacancy.

M/s. Vishwajeet Manish & Associates, Chartered Accountants (Firm Registration No. 138891W) have tendered their resignation from the position of Statutory Auditors due to their pre-occupation, resulting into a casual vacancy as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended at its meeting held on 2nd May, 2019, that M/s. **R V Luharuka & Co. LLP, Chartered Accountants** (Firm Registration No. 105662W), Mumbai be appointed to fill the casual vacancy caused by the resignation of M/s. Vishwajeet Manish & Associates as the Statutory Auditors of the Company.

M/s. **R V Luharuka & Co. LLP, Chartered Accountants** (Firm Registration No. 105662W) have conveyed their consent to be appointed as the Statutory Auditors of the Company appointment, along with the confirmation that, their appointment, if made 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 of their relatives, in any way, concerned or interested in the said resolution

On Behalf of the Board of Director

Madanlal Goyal
Chairman
DIN. 00456394



Place: Mumbai

Date: 02nd May, 2019

Registered & Corporate Office:

Unit No 1207, B Wing, One BKC,
Plot No C - 66, BandraKurla Complex,
Bandra East, Mumbai - 400051.

E-mail address: ganonproducts@gmail.com; ganontrading@gmail.com

Website: www.ganonproducts.com



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GANON PRODUCTS LIMITED

Unit No 1207, B Wing, One Bkc Building, Plot No C -66, G Block, BandraKurla Complex, Bandra East Mumbai- 400051

Tel No:- 022-6134 0923/14 FAX:- 022 61340920

Email:-ganontrading@gmail.com; ganonproducts@gmail.com

CIN NO:- L51900MH1985PLC036708

Website: www.ganonproducts.com

(Formerly known as Ganon Trading and Finance Co. Limited)

ATTENDANCE SLIP

1st Extraordinary General Meeting of the Members of the Company on Monday, 27th May, 2019 at 11:00 A.M. at registered office of the Company situated at Unit No. 1207, B Wing, ONE BKC Building, Plot No. C 66, G Block, BandraKurla Complex, Bandra East, Mumbai 400 051.

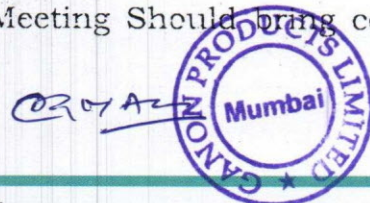
Folio No.:	DP ID No.:	Client ID No.:
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I / We hereby record my/our presence at the 1st Extraordinary General Meeting of the Members of the Company at Unit No. 1207, B Wing, ONE BKC Building, Plot No. C 66, G Block, BandraKurla Complex, Bandra East, Mumbai 400 051 at 11.00 A.M. on Monday, 27th May 2019.

Name _____ Signature _____	of	the	Member:	_____
Name _____ Signature _____	of	the	Proxyholder:	_____

Notes:

1. Only Member/Proxy holder can attend the Meeting.
2. Please Complete the Folio No. / DP ID No., Client ID No. and Name of the Member / Proxyholder, sign the Attendance Slip and hand it over duly signed at the entrance of the Meeting hall.
3. A Member / Proxyholder attending the Meeting Should bring copy of the EGM Notice for reference at the Meeting.



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(Formerly known as Ganon Trading and Finance Co. Limited)

Form No. MGT-11

Proxy Form

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

Name of the Member(s) :

.....

Registered address :

.....

E-mail Id :

.....

Folio No / Client Id :

.....

DP Id :

.....

I/We, being the member(s) of shares of the above named company, hereby appoint

1) Name :

.....

Address :

.....

Email Id :

.....



Ganon

Products Ltd.

Signature :, or failing him

2) Name :

.....

Address :

.....

EmailId:

.....

Signature :, or failing him

3) Name :

.....

Address :

.....

Email Id :

.....

Signature :, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 1st Extraordinary General Meeting of the Members of the company, to be held on Monday, 27th Day of May, 2019 at 11:00 A.M. at Registered Office of the Company Situated at Unit No 1207, B Wing, One Bkc Building, Plot No C -66, G Block, BandraKurla Complex, Bandra East Mumbai- 400051 and at any adjournment thereof in respect of such resolution as are indicated

Sr. No.	Resolution
Ordinary Resolution	
1.	To ratify the Related Party Transaction with regards to Sale of Investment held by the Company in Zero Coupon Optionally Convertible Debenture of M/s. SPG Multi Trade Private Limited.
2.	To consider appointment of M/s. R V Luharuka & Co. LLP as a Statutory Auditor of the Company to fill the Casual Vacancy.

Signed this.....date of2019

Signature of the Member:

Affix
Revenue
Stamp

Page

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Unit No.1207, B-wing, One BKC Bldg, G Block, Plot No. C-66, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

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Signature of Proxy holder(s):

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 1st Extraordinary General Meeting of the Company.



Ganon

Products Ltd.

GANON PRODUCTS LIMITED

Unit No 1207, B Wing, One Bkc Building, Plot No C -66, G Block, BandraKurla Complex, Bandra East Mumbai- 400051

Tel No:- 022-6134 0923/14 FAX:- 022 61340920

Email:-ganontrading@gmail.com; ganonproducts@gmail.com

CIN NO:- L51900MH1985PLC036708

Website: www.ganonproducts.com

(Formerly known as Ganon Trading and Finance Co. Limited)

BALLOT PAPER (IN LIEU OF E-VOTING)

(To be return to the Scrutinizer appointed by the Company)

1. Name and Registered Address of the Sole / First named shareholder :
2. Name (s) of the Joint Holder (s), if any :
3. Registered Folio No. / DP ID* / Client ID* :
(*Applicable for investors holding shares in demat form)
4. Number of shares held :

Dear Shareholder(s):

I / We hereby exercise my / our vote in respect of Resolution to be passed for the Business stated in the Notice dated 2nd May 2019 convening the 1st Extraordinary General Meeting of financial year 2019-20 of the Company to be held on Monday, 27th May, 2019 at 11:00 A.M. (IST) by conveying my / our assent (IN FAVOUR) or dissent (AGAINST) to the said Resolution by placing tick (✓) mark at the appropriate box below:

(Tick in both the boxes will render the ballot invalid)



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Sr. No.	Description of Resolution	Type of Resolution	No. of Shares held	I/We assent to the resolution (In Favour)	I/We dissent to the resolution (Against)
1.	To ratify the Related Party Transaction with regards to Sale of Investment held by the Company in Zero Coupon Optionally Convertible Debenture of M/s. SPG Multi Trade Private Limited.	Ordinary Resolution			
2.	To consider appointment of M/s. R V Luharuka & Co. LLP as a Statutory Auditor of the Company to fill the Casual Vacancy.	Ordinary Resolution			

Place:

Date:

.....
(Signature of Member)

Electronic Voting Particulars

The e-voting facility is available at www.evotingindia.com. The electronic Voting Particulars are set out as follows:

EVSN (E-voting Sequence Number)	User ID	Password



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GENERAL INSTRUCTIONS:

- 1) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the EGM.
- 4) Facility of voting through Ballot Paper shall also be made available at the EGM. Members attending the RGM, who have not already cast their vote by remote e-voting or through Ballot Paper shall be able to exercise their right at the EGM.
- 5) Members who have cast their vote by remote e-voting or through Ballot Paper prior to the EGM may also attend the EGM, but shall not be entitled to vote again at the EGM.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING BALLOT PAPER:

- 6) Please complete and sign the Ballot Paper and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Milan Tanna, Practicing Company Secretary through self-addressed Business Reply envelope.
- 7) The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA.
- 8) In case the shares are held by companies, Financial Institutions, trusts, bodies corporate, societies, etc; the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization letter.
- 9) Votes should be cast in case of each resolution, either in favour or against by putting the tick mark in the column provided in the Ballot. Members may

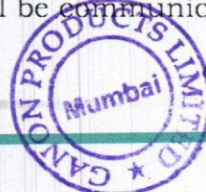


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“FOR/AGAINST” taken together should not exceed the Member’s total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” in case of any resolution, it will be treated as “ABSTAIN” for that resolution and the shares held will not be counted under either head.

- 10) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Monday, 20th May, 2019 (“Cut-Off Date”). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Paper, as well as voting at the meeting through ballot.
- 11) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of EGM and holds shares as of the Cut Off date i.e. Monday, 20th May, 2019, may request the Company / Registrar and Transfer Agent and obtain Ballot Paper to cast the vote.
- 12) Duly completed Ballot Paper should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Sunday, 26th May, 2019. Ballot Paper(s) received after this time and date will be strictly treated as if the reply from the members has not been received.
- 13) A Member may request for a duplicate Ballot Paper, if so required. However, duly filled in and signed duplicate Ballot Paper should reach the Scrutinizer not later than the date and time specified in serial no. 12 above.
- 14) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Paper(s) will be rejected. Ballot Paper may be rejected if it is torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 15) The decision of Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final.
- 16) The results of the voting shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of voting forthwith. The Results along with the Scrutinizers Report shall be placed on the Company’s website www.ganonproducts.com and on the website of NSDL immediately after the results are declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to the BSE Limited.





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FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs/Madams I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

E-mail Address:

Name of the Sole /First Holder:.....

DP ID/Client ID/ Registered Folio No.:

Contact Nos.:
Mobile.

Landline:

Signature of the Sole/First Holder

Date:

Notes:

(1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.

(2) This Form can also be downloaded from the Company's website
www.ganonproducts.com.



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