

THE GANGES MANUFACTURING COMPANY LIMITED

CIN: L51909WB1916PLC002713

Regd. Office : 33A Jawaharlal Nehru Road, 6th Floor, Flat No. A-1

Chatterjee International Centre, Kolkata-700071

Telephone: +91 33 2226-0881 / 0883

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Email: gmcltd@gmail.com

Website: www.thegmcl.com

NOTICE OF 110TH ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the One Hundred and Tenth Annual General Meeting of The Ganges Manufacturing Company Limited will be held on Saturday, 26th September 2026 at 11:00 A.M. through video conferencing (VC) or other audio-visual means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026 along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Sanjay Kumar Osatwal (DIN No-00248585) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To ratify the remuneration payable to Cost Auditors as approved by the Board of Directors and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to section 148(3) and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 30,000 plus applicable taxes and re-imbursement of out-of-pocket expenses payable to M/s D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), who has been appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost accounting records maintained by the Company for the financial year ending 31st March 2027 be and is hereby ratified."

4. To approve re-appointment of Mr. Pawan Kumar Agarwal (DIN: 00228448) as a Non-Executive Independent Director of the Company for a second term of 5 (Five) years and in this regard, to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Pawan Kumar Agarwal (DIN: 00228448), who holds office of a Non-Executive Independent Director upto 11th November 2026, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 12th November 2026 upto 11th November 2031."

"FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or reenactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded for the continuation

of tenure of Mr. Pawan Kumar Agarwal as Non-Executive Independent Director under his current tenure of reappointment ending on 11th November 2031, notwithstanding that he would attain age of 75 years on 31st July 2028 .”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

Registered Office:

**Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071**

Dated: 14th August 2026

By Order of the Board

**For The Ganges Manufacturing Company Limited
Swati Trivedi
Company Secretary
ACS – 49205**

NOTES:

1. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”) read with Rules thereunder and Secretarial Standard on General Meetings (“SS-2”), setting out the material facts concerning each item of special business and explaining the reasons thereof, with the recommendation of the Board of Directors to the members, is annexed hereto and forms part of this Notice.
2. Brief profile and other information in respect of director seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SS-2 are provided in the Annexure forming part of this Notice.
3. **The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 21st September 2026 to Saturday, 26th September 2026 (both days inclusive).**
4. The AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue in accordance with the clarification Circular(s) issued by the Ministry of Corporate Affairs from time to time. Members can attend and participate at the ensuing AGM through VC/OAVM only. In terms of the said circular, the 110th AGM of the members will be held through VC/OAVM from its Registered Office, i.e. 33A, Jawaharlal Nehru Road, 6th Floor, Flat No. A-1, Chatterjee International Centre, Kolkata-700071 which shall be deemed to be venue of the meeting. Hence, members can attend and participate in the AGM through VC/OAVM only.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.thegmcl.com. The Notice can also be accessed from the website of the Stock Exchange i.e. Calcutta Stock Exchange at www.cse-india.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com.
7. In terms of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder and MCA/SEBI Circulars issued in this regard, Notice calling the AGM and the Annual Report for the financial year ended 31st March 2026, comprising of Board’s Report, Independent Auditors’ Report, Financial Statements, etc. will be sent to the members through email only. However, shareholders whose email ids are not available will be sent a letter indicating the link from which the annual report can be downloaded. Members are requested to register/update their email ID by following the steps mentioned in subsequent pages in General Instructions on e-voting, to receive these documents through email. The Annual Report for the financial year ended 31st March 2026 will also be available on the website of the Company at www.thegmcl.com and on the website of The Calcutta Stock Exchange Limited at www.cse-india.com.
8. The Notice of the Annual General Meeting and Annual Report will be sent to the members, whose names appear in the register of members/beneficiary owners as at closing hours of business on Friday, 28th August 2026.
9. Investors, who became members of the Company subsequent to the dispatch of the Notice through Email and hold the shares as on the cut-off date i.e. Saturday, 19th September 2026 are

requested to send the written email communication to the Company at gmcltd@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

10. A member, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Saturday, 19th September 2026 shall only be entitled to vote and attend the AGM through VC/OAVM. A person who is not a member on cut-off date should treat this notice for information purpose only.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.**
Pursuant to the MCA Circulars, the facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint an authorised representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
14. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Saturday, 19th September 2026 and not casting their vote electronically by remote e-voting, may only cast their vote at the Annual General Meeting.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of Saturday, 19th September 2026. The facility of e-voting would be provided once for every folio/client-id, irrespective of the numbers of joint holders.
16. Institutional Members/Bodies Corporate (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 patnibl@yahoo.com with a copy marked to helpdesk.evoting@cDSLindia.com on or before Friday, 25th September 2026 upto 5:00 p.m. without which the vote shall not be treated as valid.
17. The scanned copies of Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which directors are interested and the relevant documents referred to in this notice will be available electronically for inspection by the members during the AGM.
18. All documents referred to in the accompanying Notice and the Statement annexed hereto shall be made available for inspection through electronic mode basis on the request being sent at gmcltd@gmail.com.
19. Members desirous of getting any information about the financial statements and/or operations of the Company are requested to address their queries to the Company at least 10 (Ten) days in advance of the AGM i.e. by Wednesday, 16th September 2026 so that proper information can be made available at the AGM.

20. Pursuant to SEBI Circulars it is mandatory for all members holding shares in physical form to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folio numbers. Members holding shares in physical form are requested to go through the communication dated 10th March 2022 and 22nd May 2023 sent by the Company in this regard and submit Form ISR-1 and/or Form ISR-2 to the Registrar to keep their folios KYC compliant, if they have not done so already. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can opt-out of nomination through Form ISR-3 after cancelling the existing nomination, if any, through Form SH-14. These forms are available for download on the websites of the company at www.thegmcl.com and Registrar at www.nichetechpl.com.
21. Members holding the shares in dematerialized form are requested to intimate all changes relating to their bank account, registered address, PAN, e-mail ID, nomination, etc. to their respective DPs, if they have not done so already.
22. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities, shall be affected only in dematerialized form. Further, investor service requests such as issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios shall be issued in dematerialized form only in compliance with SEBI Circular. Members are requested to submit service requests in Form ISR-4 duly filled and signed, available for download on the website of the Registrar at www.nichetechpl.com or website of the company at www.thegmcl.com. Please note that service requests can be processed only after the folio is KYC compliant. Members holding shares of the Company in physical form are requested to consider dematerializing shares held by them in physical form.
23. SEBI has established a common Online Dispute Resolution ("SMART ODR") Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. A member shall first take up his/her/their grievance with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Relevant SEBI circulars on SMART ODR are available on the website of the Company at www.thegmcl.com.
24. Pursuant to SEBI Circular dated 30th January 2026 another special window has been opened for transfer and dematerialisation of physical securities of certain eligible cases which were sold/purchased prior to 1st April 2019 and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise for a period of one year from 5th February 2026 till 4th February 2027. Members, who wish to avail this opportunity, are requested to submit original share certificate with transfer deed and all other documents to the Company at gmcltd@gmail.com or Registrar by email at nichetechpl@nichetechpl.com or by post or through 'In Person Verification' at the Registrar and Share Transfer Agent's office at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017.
25. To prevent fraudulent transactions, members are advised to exercise due diligence and promptly notify the Company of any change in address or email ID. In the event of the demise of a member, the nominee(s)/legal heir(s) are requested to have their names updated in the Register of Member, as soon as possible, following the applicable procedure. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
26. Mr. Babu Lal Patni (FCS 2304), practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than two working days from the date of AGM, a consolidated

Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company 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 Scrutinizer's Report shall be placed on the Company's website www.thegmcl.com and on the website of CDSL. The same will be communicated to the Calcutta Stock Exchange where the shares of the company are listed.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM.

REMOTE E-VOTING

i) The remote e-voting period shall commence on Wednesday, 23rd September 2026 at 09:00 a.m. and end on Friday, 25th September 2026 05:00 p.m. During this period member of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), Saturday, 19th September 2026 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level. Currently, there are e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode 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 accounts in order to access e-Voting facility.

The Members are being provided with the facility to cast their vote electronically, through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting.

Mode of e-voting Individual shareholders holding securities in demat mode

**Through
Depositories -
CDSL**

1. Users who have opted for CDSL Easi/Easiest facility can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi / Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on

www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.										
5. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911										
Through Depository Participant(s)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.									
iv) <u>Mode of e-voting</u>	<u>Non-individual shareholders holding securities in demat mode and shareholders holding securities in physical mode</u>									
Through CDSL	1) The shareholders should log on to the e-voting website www.evotingindia.com. 2) Click on “Shareholders” module. 3) Now enter your User ID a. For CDSL: 16 digits beneficiary ID, b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. 4) Next enter the Image Verification as displayed and Click on Login. 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used. 6) If you are a first-time user follow the steps given below: <table><tr><td>PAN</td><td>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</td></tr><tr><td>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</td><td></td></tr><tr><td>Dividend Bank Details OR Date of Birth (DOB)</td><td>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.</td></tr><tr><td>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</td><td></td></tr></table>		PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.		Dividend Bank Details OR Date of Birth (DOB)	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.	If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)									
Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.										
Dividend Bank Details OR Date of Birth (DOB)	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.									
If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).										
v)	After entering these details appropriately, click on “SUBMIT” tab									
vi)	Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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. vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. viii) Click on the EVSN for the relevant Company i.e. THE GANGES MANUFACTURING COMPANY LIMITED on which you choose to vote. ix) 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. x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details. xi) 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. xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page. xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.	xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting • Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module. • A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. • It is mandatory that, 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. • Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution /Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address gmcltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
<u>VOTING AT THE ANNUAL GENERAL MEETING</u>	
1) The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting. 2) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting earlier and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.	

- 3) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM

- 1) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 2) Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- 3) Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request by their registered email address in advance at least 2(Two) days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at company's email id gmcltd@gmail.com. The shareholders who have registered themselves as a speaker latest by 4 p.m. on Thursday, 24th September 2026 will only be allowed to express their views or ask questions during the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance (Ten) days prior to the meeting i.e. by Wednesday, 16th September 2026 mentioning their name, demat account number/folio number, email id, mobile number at company's email id gmcltd@gmail.com. These queries will be replied to by the company suitably by email.
- 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

GENERAL INSTRUCTIONS ON E-VOTING

1. **Process for those shareholders whose email/mobile no. are not registered with the company/depositories**
 - a) For Shares held in physical form - Please submit Form ISR-1 duly filled and signed to the Company or to the Registrar. Form ISR-1 is available for download on the website(s) of the Company at www.thegmcl.com and Registrar at www.nichetechpl.com.
 - b) For Shares held in demat form - Please contact your Depository Participant (DP) to register / update your email address and / or other details in your DEMAT account, as per the process advised by your DP.
2. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.
3. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Encl:

Annexures to Notice

ANNEXURES TO THE NOTICE

Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

The Board has approved the appointment of M/s. D. Radhakrishnan & Co., the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March 2027 at a remuneration of Rs. 30,000/- plus out-of-pocket expenses. In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

Mr. Pawan Kumar Agarwal (DIN: 00228448) was appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from 12th November 2021. Accordingly, tenure of Mr. Pawan Kumar Agarwal (DIN: 00228448), as a Non-Executive Independent Director is due to expire on 11th November 2026.

The Nomination and Remuneration Committee and Board of Directors considering the experience and contribution made by Mr. Pawan Kumar Agarwal during the first term and based on his performance evaluation, resolved to recommend to the members of the Company the re-appointment of Mr. Pawan Kumar Agarwal as a Non-Executive Independent Director for a second term of 5 (five) years commencing from 12th November 2026 upto 11th November 2031.

Mr. Pawan Kumar Agarwal is a B. Sc. (Hons.) graduate from Rajasthan University. He has a work experience of over 49 years. He has vast experience in Jute industry and possesses appropriate skills, expertise and competencies. He has successfully demonstrated objective assessment and had constructive participation during his initial term.

Mr. Pawan Kumar Agarwal has given a declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as the Independent Director. He has also submitted a declaration to the Board that he continues to meet the criteria of Independence as provided under section 149(6), read with Schedule IV of the Companies Act, 2013 and rules made thereunder and under Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Regulations").

Mr. Pawan Kumar Agarwal is the Chairperson of Audit Committee and Corporate Social Responsibility Committee and a member of Nomination and Remuneration Committee of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Pawan Kumar Agarwal is independent of Management.

Further, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members by way of a Special Resolution is required for continuation of a Non-Executive Director of the Company beyond the age of 75 years. Mr. Pawan Kumar Agarwal will be attaining age of 75 years on 31st July 2028, during his proposed term of reappointment, ending on 11th November 2031. Consequently, Nomination and Remuneration Committee and the Board of Directors of the Company recommend the same for the approval of the members.

Additional information in respect of Mr. Pawan Kumar Agarwal, pursuant to the SEBI Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in the Annexure to this Notice.

The resolution seeks approval of members for re-appointment of Mr. Pawan Kumar Agarwal as a Non-Executive Independent Director of the Company for a second term of 5 (Five) years with effect from 12th November 2026 upto 11th November 2031. The Board recommends the Special Resolution set out in Item No. 4 for approval of members.

None of the Directors/Key Managerial Personnel/relatives of such persons except Mr. Pawan Kumar Agarwal, to whom the resolution relates, is in any way concerned or interested, financial or otherwise, in the resolution.

Additional Information on Director seeking appointment/ re-appointment at the Annual General Meeting

Details of director seeking appointment/re-appointment at the forthcoming Annual General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India.

Name	Mr. Sanjay Kumar Osatwal	Mr. Pawan Kumar Agarwal
DIN	00248585	00228448
Date of Birth	31-10-1962	31-07-1953
Nationality	Indian	Indian
Date of first appointment on Board	07-04-1993	12-11-2021
Qualification	Mr. Sanjay Kumar Osatwal is B.Com (Hons.) from Calcutta University.	Mr. Pawan Kumar Agarwal is a B. Sc. (Hons.) graduate from Rajasthan University.
Experience / Nature of expertise in Specific Functional Areas	Raw material procurement and Finance	Management, sales, marketing, internal control analysis and exposure in financial accounting.
Brief Resume	Mr. Sanjay Kumar Osatwal is a commerce graduate aged 64 years. He has been associated with this company since the year 1993. He holds the position of Joint Managing Director and CFO of the Company. He has vast experience in jute industry and has deep knowledge of its operations. He is a well-established identity in Jute market.	Mr. Pawan Kumar Agarwal is a B. Sc. (Hons.) graduate from Rajasthan University aged 73 years. He has been associated with this Company as an Independent Director since 2021. He has a work experience of over 49 years. He has vast experience in Jute industry and possesses appropriate skills, expertise and competencies. He is independent of the management.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Liabile to retire by rotation. Terms and conditions including remuneration as per his last re-appointment terms and conditions as the Jt. Managing Director in AGM dated 16 th September 2025 which may be revised by the Board of Directors and approved by the shareholders.	Proposed re-appointment as an Independent Director for a second consecutive term of 5 years starting 12 th November 2026 to 11 th November 2031, not liable to retire by rotation. Remuneration by way of sitting fees as approved by the Board.
Remuneration last drawn	Rs. 213.79 Lakhs during the year ended 31 st March 2026.	Sitting Fees Rs. 0.30 Lakhs during the year ended 31 st March 2026.
Number of Board Meetings attended during the financial year 2025-26	7 (Seven) during the year ended 31 st March 2026.	7 (Seven) during the year ended 31 st March 2026.
Directorship held in other listed companies (As on 31st March 2026)	None	None

Listed companies from which the person has resigned in the past three years	None	None
Directorship in unlisted companies (As on 31st March 2026)	1. Osatwal Jute Gunny and Sales (P) Ltd. 2. Osatwal Investments (P) Ltd. 3. Rochak Distributors (P) Ltd.	1. SMVA Consultants (P) Ltd. 2. Cofounders Planets (P) Ltd. 3. Recex (P) Ltd.
Chairmanship/Member of committees of the Board of other Companies of which he is a Director	Nil	Nil
Shareholding in the Company (As on 31st March 2026)	41,734 Equity Shares of Rs. 10/- each	Nil
Relationship with other director(s)/other key managerial personnel(s) of the Company:	None	None

Registered Office:
 Chatterjee International Centre,
 33A, Jawaharlal Nehru Road
 Flat No. A-1, 6th Floor,
 Kolkata-700 071
 Dated: 14th August 2026

By Order of the Board
For The Ganges Manufacturing Company Limited
 Swati Trivedi
 Company Secretary
 ACS - 49205

THE GANGES MANUFACTURING COMPANY LIMITED
CIN: L51909WB1916PLC002713
Regd. Office: 33A Jawaharlal Nehru Road, 6th Floor, Flat No. A-1
Chatterjee International Centre, Kolkata-700071
Telephone: +91 33 2226-0881 / 0883
Fax No.+91 33 2288 7591
Email: gmcltd@gmail.com
Website: www.thegmcl.com

**(ANNEXURE TO THE NOTICE FOR THE 110TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 26TH SEPTEMBER 2026)**

Name & Registered Address
of Sole/First named Member:
Joint Holders Name (If any):
Folio No. / DP ID & Client ID:
No. of Equity Shares Held:

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 110th Annual General Meeting (AGM) to be held on Saturday, 26th September 2026 at 11:00 A.M. through video conferencing (VC) or other audio visual means (OAVM) and at any adjournment thereof. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
260810013		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Wednesday, 23 rd September 2026 at 9.00 A.M.(IST)	Friday, 25 th September 2026 at 5.00 P.M.(IST)

Please read the instructions mentioned in the Notice before exercising your vote.

Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071
Dated: 14th August 2026

By Order of the Board
For The Ganges Manufacturing Company Limited
Swati Trivedi
Company Secretary
ACS - 49205