

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

NOTICE OF 109th ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the One Hundred and Ninth Annual General Meeting of The Ganges Manufacturing Company Limited will be held on Tuesday, 16th September 2025 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 2025 along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Sanjay Kumar Thirani (DIN : 00248842) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, Mr. Babu Lal Patni, Practising Company Secretaries (FCS: 2304, COP:1321) be and is hereby appointed as Secretarial Auditor of the Company for term of five consecutive years commencing from 01st April 2025 to 31st March 2030, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor."

4. 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-imbursment 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 an audit of the cost accounting records maintained by the Company for the financial year ending 31stMarch 2026 be and is hereby ratified."

5. To approve re-appointment of Mr. Ravindra Kumar Poddar (DIN: 00240643) as the Joint Managing Director of the Company, designated as the Executive Chairman of the Company, for a term of further 3 (Three) 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 section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Articles of Association of the Company consent of the members be and is

hereby accorded to re-appoint Mr. Ravindra Kumar Poddar (DIN: 00240643) as the Joint Managing Director of the Company, designated as the Executive Chairman of the Company, for a term of further 3 (Three) years with effect from 1st October 2025 on the terms and conditions including remuneration set out in the Statement annexed to this Notice.”

“FURTHER RESOLVED THAT consent of the members be and is hereby accorded that Mr. Ravindra Kumar Poddar (DIN: 00240643) who has already attained the age of 72 years, will continue to hold office as the Joint Managing Director of the Company, designated as the Executive Chairman of the Company.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to enhance, enlarge, increase, widen, modify, alter and/or vary in such manner as it thinks fit in its absolute discretion and without any further reference to the members of the Company, the extent and scope of the remuneration and perquisites, including the monetary and non-monetary value thereof, payable to Mr. Ravindra Kumar Poddar within and in accordance with and subject to the applicable limits, if any, prescribed under the Companies Act, 2013 or any amendments thereto from time to time.”

“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.”

6. To approve re-appointment of Mr. Sanjay Kumar Osatwal (DIN: 00248585) as the Joint Managing Director of the Company, designated as the Managing Director of the Company, for a term of further 3(Three) 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 section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Articles of Association of the Company consent of the members be and is hereby accorded to re-appoint Mr. Sanjay Kumar Osatwal (DIN: 00248585) as the Joint Managing Director of the Company, designated as the Managing Director of the Company, for a term of further 3 (Three) years with effect from 1st October 2025 on the terms and conditions including remuneration set out in the Statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to enhance, enlarge, increase, widen, modify, alter and/or vary in such manner as it thinks fit in its absolute discretion and without any further reference to the members of the Company, the extent and scope of the remuneration and perquisites, including the monetary and non-monetary value thereof, payable to Mr. Sanjay Kumar Osatwal within and in accordance with and subject to the applicable limits, if any, prescribed under the Companies Act, 2013 or any amendments thereto from time to time.”

“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 2025

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 Wednesday, 10th September 2025 to Tuesday, 16th September 2025 (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 109th 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 2025, comprising of Board’s Report, Independent Auditors’ Report, Financial Statements, etc. will be sent to the members through email only. 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 2025 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, 1st August 2025.
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. Tuesday, 09th September 2025 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. Tuesday, 09th September 2025 shall only be entitled to vote and attend the AGM through VC/OAVM. A person who is not a member as 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 authorized 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, Tuesday, 9th September 2025 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 Tuesday, 9th September 2025. 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 Monday, 15th September 2025 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 Saturday, 6th September 2025 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.** 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 48 hours of conclusion of the 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 Saturday, 13th September 2025 at 09:00 a.m. and end on Monday, 15th September 2025 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), Tuesday, 9th September 2025 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 is 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 a 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 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></td><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></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></td><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></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 Saturday, 13th September 2025 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 10 (Ten)days prior to the meeting i.e. by Saturday, 6th September 2025 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

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years commencing from Financial Year 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In this regard, based on the recommendation made by the Audit Committee, the Board of Directors at their meeting held on 30th May 2025, after due assessment of fulfilment of eligibility criteria and qualifications, recommended the appointment of Mr. Babu Lal Patni, Practising Company Secretary (FCS : 2304, COP : 1321) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1st April 2025 to 31st March 2030, to the members for their approval.

The basis of recommendation for appointment of Mr. Babu Lal Patni as the Secretarial Auditor are set out below:

Mr. Babu Lal Patni, FCS is in practice since 37 years and is having vast experience and practice in Corporate and SEBI Laws. He is having experience in Compliance Reporting and Good Corporate Practices. He is a Peer Reviewed Company Secretary with P. R. No. 1455 / 2021

The proposed terms of appointment including the proposed fees payable to Mr. Babu Lal Patni are set out below:

- a) Term of appointment: For a term of 5 (five) consecutive financial years commencing from 1st April 2025 to 31st March 2030.
- b) Proposed fees payable: As mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

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

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 3 of the notice.

Item No. 4

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 2026 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. 4 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. 4 of the Notice.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view the vast experience and exposure of Mr. Ravindra Kumar Poddar (DIN: 00240643) in the jute industry, the Board of Directors of the Company resolved to recommend to the members of the Company for re-appointment of Mr. Ravindra Kumar Poddar as the Joint Managing Director, designated as Executive Chairman, for a period of further 3 years with effect from 1st October 2025.

Mr. Ravindra Kumar Poddar, aged 72 years, is associated with the Company since the year 1993. He has a vast experience in running Jute Mill. Mr. Ravindra Kumar Poddar has a track record of turning a sick unit into a profit-making unit. Considering his skills, he was also elected as Chairman of Indian Jute Mills Association (IJMA), the association of majority of jute mills in India.

Mr. Ravindra Kumar Poddar is entrusted with the power and authority to manage the affairs of the Company. His job profile involves diversified fields of production, all the factory related affairs including labour, purchase, sale, finance, law, taxation and corporate affairs. He has vast experience of Corporate management and possesses all the required competencies.

The terms and condition of his re-appointment are as under:

I. Basic Salary:

Salary of Rs. 15,00,000/- (Rupees Fifteen lakhs only) per month.

II. Perquisites:

Perquisites shall be restricted to an amount equal to the annual salary. Perquisites shall be valued as per the provisions of the Income Tax Act and the Rules thereunder, wherever applicable, and in the absence of any such provision, perquisites shall be valued at actual cost.

Perquisites are classified into three categories 'A', 'B' and 'C' and the ceiling shall apply to Category 'A' only.

CATEGORY 'A'

(i) Bonus :

Bonus equivalent to one-month salary for each financial year payable annually.

(ii) Rent Free Accommodation :

Rent Free Accommodation owned/leased/rented by the Company. Valuations will be made as per the Income Tax Rules.

CATEGORY 'B'

(i) Provident Fund and Employees' Pension Scheme:

The Company's contribution towards Provident Fund and Employees' Pension Scheme shall be as per the rules of the Company but not exceeding 12% of the salary.

(ii) Gratuity:

As per the rules of the Company upto the limit as may be prescribed under the Income Tax Act and the Rules thereunder and/or any other law for the time being in force and calculated accordingly.

(iii) Encashment of Leave:

Encashment of unavailed leave as per the rules of the Company at the time of retirement/cessation of service.

CATEGORY 'C'

(i) Income Tax payable on total taxable remuneration (including monetary and non-

monetary perquisites) will be paid by the Company on behalf of the Chairman to the Revenue Authorities and such payment of tax shall be considered as a non-monetary perquisite in the hands of the Chairman within the meaning of the Income Tax Act, 1961 and/or any amendments thereof.

- (ii) Use of chauffer driven Company car for personal use and telecommunication facilities at residence (including payment for local calls and long-distance calls).
- (iii) Medical expenses for self and family as per the rules of the Company.
- (iv) Perquisites like gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical and personal accident insurance

In the event of loss or inadequacy of profits in any financial year, Mr. Ravindra Kumar Poddar shall be paid remuneration by way of salary and perquisites as specified above within the overall limits specified in Schedule V of the Companies Act, 2013.

Additional information in respect of Mr. Ravindra Kumar Poddar, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Ravindra Kumar Poddar as the Joint Managing Director of the Company for a term of further 3 (years) years with effect from 01st October 2025. The Board recommends the Special Resolution set out in Item No. 5 for approval of members.

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

Statement containing information required under Para (B) of Section II of Part II of the amended Schedule V to the Companies Act, 2013:

I.	GENERAL INFORMATION:			
(1)	Nature of Industry	The Company is engaged in the manufacture of Jute Yarn, Jute Fabric, Jute Bags and various types of Jute products as per customer orders & specifications.		
(2)	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1916. Immediately after incorporation, the Company had commenced production.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing Company)		
(4)	Financial Performance based on given indicators.	Particulars for the financial year ended	31-03-2025 (Rs. In Lakhs)	31-03-2024 (Rs. In Lakhs)
		Total Income	32,527.14	34,898.75
		Total Expenses	31,663.56	33,201.15
		Profit Before Tax	863.58	1,697.60
		Total Tax Expenses	317.73	406.52
		Profit After Tax	545.85	1,291.08

(5)	Foreign Investment or collaborations, if any.	NIL
II.	INFORMATION ABOUT THE APPOINTEE:	
(1)	Background Details	Mr. Ravindra Kumar Poddar, aged 72 years, is the Joint Managing Director, designated as Chairman of the Company since the year 1993. He has a vast experience in running Jute Mill.
(2)	Past Remuneration	The last remuneration, including perquisites, of Mr. Ravindra Kumar Poddar was Rs. 273.42 Lakhs for the year ended 31 st March 2025.
(3)	Recognition or awards	Mr. Ravindra Kumar Poddar has a track record of turning a sick unit into a profit-making unit. He was the Chairman of Indian Jute Mills Association (IJMA), the association of majority of jute mills in India.
(4)	Job Profile and suitability	Detailed in explanatory statement as above. Thus, ideally suited for the job.
(5)	Remuneration proposed	As set out in the Explanatory Statement.
(6)	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and the person	The remuneration proposed to be paid is purely based on merit. Further, the Nomination & Remuneration Committee constituted by the Board, perused the remuneration of managerial personnel in other Companies comparable with the size of the Company, industry in general and profile and responsibilities of Mr. Ravindra Kumar Poddar before approving the remuneration as proposed hereinabove.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Ravindra Kumar Poddar has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholding in the Company.
III.	OTHER INFORMATION:	
(1)	Reasons of loss or inadequate profits	Though at present the Company is earning profits but the same are inadequate for the purpose of limits of managerial remuneration proposed. However, the remuneration proposed is in line with the Industry Standards for managerial personnel falling under the same cadre and is within the applicable provisions of Schedule V of the Companies Act, 2013.
(2)	Steps taken or proposed to be taken for improvement	Though the Company has achieved significant milestones in productivity and efficiency at production level, the prices of raw materials and products as also market demands are influenced by external factors. The Company is making all possible efforts to improve the profits.
(3)	Expected increase in productivity and profits in measurable terms.	Although, the Company is taking effective steps to improve profits of the Company, it is difficult in the present scenario to predict profits in the measurable terms.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view the vast experience and exposure of Mr. Sanjay Kumar Osatwal (DIN: 00248585) in the jute industry, the Board of Directors of the Company resolved to recommend to the members of the Company for re-appointment of Mr. Sanjay Kumar Osatwal as the Joint Managing Director, designated as Managing Director, for a period of further 3 years with effect from 1st October 2025.

Mr. Sanjay Kumar Osatwal, aged 63 years, is associated with the Company since the year 1993. He has a vast experience in jute industry. Mr. Sanjay Kumar Osatwal has a well-established identity in Jute market. Mr. Sanjay Kumar Osatwal is entrusted with the power and authority to manage the affairs of the Company. His job involves raw material procurement and finance. He has vast experience of Corporate management and possesses all required competencies.

The terms and condition of his re-appointment are as under:

- I. Basic Salary** of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) per month.
House Rent Allowance of Rs. 1,70,000/- (Rupees One Lakh Seventy Thousand only) per month.

II. Perquisites:

Perquisites shall be restricted to an amount equal to the annual salary. Perquisites shall be valued as per the provisions of the Income Tax Act and Rules thereunder, wherever applicable, and in the absence of any such provision, perquisites shall be valued at actual cost. Perquisites are classified into three categories 'A', 'B' and 'C' and the ceiling shall apply to Category 'A' only.

CATEGORY 'A'

(i) Bonus :

Bonus equivalent to one-month salary for each financial year payable annually.

CATEGORY 'B'

(i) Provident Fund and Employees' Pension Scheme:

The Company's contribution towards Provident Fund and Employees' Pension Scheme shall be as per the rules of the Company but not exceeding 12% of the salary.

(ii) Gratuity:

As per the rules of the Company upto the limit as may be prescribed under the Income Tax Act and the Rules thereunder and/or any other law for the time being in force and calculated accordingly.

(iii) Encashment of Leave:

Encashment of unavailed leave as per the rules of the Company at the time of retirement/cessation of service.

CATEGORY 'C'

(i) Use of chauffer driven Company car for personal use and telecommunication facilities at residence (including payment for local calls and long-distance calls).

(ii) Medical expenses for self and family as per the rules of the Company.

(iii) Perquisites like gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical and personal accident insurance.

In the event of loss or inadequacy of profits in any financial year, Mr. Sanjay Kumar Osatwal shall be paid remuneration by way of salary and perquisites as specified above within the overall limits specified in Schedule V of the Companies Act, 2013.

Additional information in respect of Mr. Sanjay Kumar Osatwal, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Sanjay Kumar Osatwal as the Joint Managing Director of the Company for a term of further 3 (years) years with effect from 01st October 2025. The Board recommends the Special Resolution set out in Item No. 6 for approval of members.

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

Statement containing information required under Para (B) of Section II of Part II of the amended Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION:				
(1)	Nature of Industry	The Company is engaged in the manufacture of Jute Yarn, Jute Fabric, Jute Bags and various types of Jute products as per customer orders & specifications.		
(2)	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1916. Immediately after incorporation, the Company had commenced production.		
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable (The Company is an existing Company)		
(4)	Financial Performance based on given indicators	Particulars for the financial year ended	31-03-2025 (Rs.in Lakhs)	31-03-2024 (Rs.in Lakhs)
		Total Income	32,527.14	34,898.75
		Total Expenses	31,663.56	33,201.15
		Profit Before Tax	863.58	1,697.60
		Total Tax Expenses	317.73	406.52
		Profit After Tax	545.85	1,291.08
(5)	Foreign Investment or collaborations, if any.	NIL		
II. INFORMATION ABOUT THE APPOINTEE:				
(1)	Background Details	Mr. Sanjay Kumar Osatwal, aged 63 years, is the Joint Managing Director, designated as Managing Director and CFO of the Company since the year 1993. He has a vast experience in jute industry.		
(2)	Past Remuneration	The last remuneration, including perquisites, of Mr. Sanjay Kumar Osatwal was Rs. 185.44 Lakhs for the year ended 31 st March 2025.		
(3)	Recognition or awards	Mr. Sanjay Kumar Osatwal has a well-established identity in Jute market.		

(4)	Job Profile and suitability	Detailed in explanatory statement as above. Thus, ideally suited for the job.
(5)	Remuneration proposed	As set out in the Explanatory Statement.
(6)	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and the person	The remuneration proposed to be paid is purely based on merit. Further, the Nomination & Remuneration Committee constituted by the Board, perused the remuneration of managerial personnel in other Companies comparable with the size of the Company, industry in general and profile and responsibilities of Mr. Sanjay Kumar Osatwal before approving the remuneration as proposed hereinabove.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Sanjay Kumar Osatwal has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholding in the Company.
III.	OTHER INFORMATION:	
(1)	Reasons of loss or inadequate profits	Though at present the Company is earning profits but the same are inadequate for the purpose of limits of managerial remuneration proposed. However, the remuneration proposed is in line with the Industry Standards for managerial personnel falling under the same cadre and is within the applicable provisions of Schedule V of the Companies Act, 2013.
(2)	Steps taken or proposed to be taken for improvement	Though the Company has achieved significant milestones in productivity and efficiency at production level, the prices of raw materials and products as also market demands are influenced by external factors. The Company is making all possible efforts to improve the profits.
(3)	Expected increase in productivity and profits in measurable terms.	Although, the Company is taking effective steps to improve profits of the Company, it is difficult in the present scenario to predict profits in the measurable terms.

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. Ravindra Kumar Poddar	Mr. Sanjay Kumar Osatwal	Mr. Sanjay Kumar Thirani
DIN	00240643	00248585	00248842
Date of Birth	15-02-1953	31-10-1962	13-01-1962
Date of Appointment	07-04-1993	07-04-1993	30-05-2024
Directorships in other companies	As per MBP-1 submitted to the Company	As per MBP-1 submitted to the Company	As per MBP-1 submitted to the Company
Chairmanship/Member of committees of the Board of other Companies of which he is a Director	NIL	NIL	NIL
No. of shares held in the company	1,79,054 Equity Shares of Rs. 10/- each	41,734 Equity shares of Rs. 10/- each	NIL
Expertise in specific functional area	As given in the Explanatory Statement	Raw material procurement and Finance	Sales and Marketing

Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071
Dated: 14th August 2025

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 109th ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 16TH SEPTEMBER 2025)**

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 109th Annual General Meeting (AGM) to be held on Tuesday, 16th September 2025 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.
250620007		

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

Remote e-Voting Start On	Remote e-Voting End On
Saturday, 13 th September 2025 at 9.00 A.M.(IST)	Monday, 15 th September 2025 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 2025

By Order of the Board
For The Ganges Manufacturing Company Limited
Swati Trivedi
Company Secretary
ACS - 49025