

THE GANGES MANUFACTURING COMPANY LIMITED

CIN: L51909WB1916PLC002713

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

Chatterjee International Centre, Kolkata-700071

Phone: +91 33 2226-0881 / 0883, Fax: +91 33 2288 7591

Email: info@gangesjute.co.in; Website: www.gangesjute.co.in

Notice of Annual General Meeting

Notice is hereby given that the One Hundred and First Annual General Meeting of The Ganges Manufacturing Company Limited will be held at Sitaram Sekseria Auditorium, Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata 700017 on Saturday, the 23rd day of September 2017 at 10.00 A.M. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2017 along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Sri Sanjay Kumar Osatwal (DIN: 00248585) who retires by rotation and being eligible, offers himself for reappointment.

To appoint the Auditors and in this regard, be consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, M/s Khandelwal Ray & Company, Chartered Accountants, (Firm Registration No. 302035E), be and hereby appointed as statutory auditors of the Company, in place of the retiring auditors (who are not eligible for further appointment), M/s S.S. Kothari & Company, Chartered Accountants, (Firm Registration No. 302034E), to hold office from the conclusion of this 101st Annual General Meeting (AGM) until the conclusion of the 106th AGM, subject to ratification by members every year, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To appoint Ms. Madhu Jain (DIN: 07129506) as an Independent Director and in this regard, to consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"Resolved that pursuant to Section 149, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Madhu Jain (DIN: 07129506), who was appointed as a Director liable to retire by rotation and in whose respect the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director to hold office for a period of 5(five) consecutive years with effect from the date of this Annual General Meeting."

- 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, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to section 148 and all other applicable provisions of the Companies Act, 2013 ('Act') and Companies (Audit and Auditors Rules), 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of Rs. 30,000 plus applicable taxes and re-imburement 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 year ending 31st March, 2018 be and is hereby ratified."

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his place. The proxy need not be a member of the Company. Proxies to be valid must be deposited at the Registered Office of the Company at least 48 hours earlier of the time fixed for Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not

act as a proxy for any other person or shareholder.

3. Members holding shares in physical form are requested to notify change in their registered address mentioning full address in block letters with Pin Code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case their shares are held in electronic form, this information should be given to their Depository Participants immediately.

The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 18th September 2017 to Saturday, 23rd September 2017 (both days inclusive).

4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. A member desirous of getting any information on the accounts of the company is requested to send the queries to the Company at least 10 days prior to the meeting, so that proper information can be made available at the meeting.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP numbers for quick identification while recording attendance at the meeting.
6. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit details in the prescribed Form SH 13 for this purpose
7. Appointment/Re-appointment of Directors

The information as required under the Regulation 36 of the SEBI, (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, in relation to the appointment and reappointment of Directors are as under:

Name	Mr. Sanjay Kumar Osatwal	Ms. Madhu Jain
Date of Birth	31-10-1962	15-09-1959
Date of Appointment	07-04-1993	21-03-2015
Directorships in other Companies	1. Osatwal Jute & Gunny Sales Private Limited 2. Osatwal Investments Private Limited 3. Rochak Distributors Private Limited	Nil
Chairmanship/Member of committees of the Board of other Companies of which he is a Director	Nil	Nil
Shareholding in the Company	40,234	Nil

8. Voting through electronic means:

- I. In compliance with the provisions of Sections 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 members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period shall commence on Wednesday, 20th September, 2017 at 9.00 A.M.(IST) and end on Friday, 22nd September, 2017 at 5.00 P.M.(IST) During the period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 16th September, 2017, may cast their vote by remote e-voting. 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.
- V. The process and manner for remote e-voting are as under:
 - i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on "Shareholders" tab.

- iii. Now Enter your User ID
 - a) - For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

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

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Company Name i.e. THE GANGES MANUFACTURING COMPANY LIMITED on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvi. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- VI. 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 22nd September, 2017, upto 5:00 p.m. without which the vote shall not be treated as valid.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- VIII. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 28th July, 2017.
- IX. The shareholders shall have one vote per equity share held by them as on the cut-off date of 16th September, 2017. The facility of e-voting would be provided once for every folio/ client-id, irrespective of the numbers of joint holders.
- X. 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 of 16th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- XI. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- XII. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 16th September, 2017 are requested to send the written / email communication to the Company at info@gangesjute.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- XIII. Sri 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 three days 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.
- XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gangesjute.co.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.

Item No 4

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Madhu Jain for the office of Independent Director of the Company.

Ms. Madhu Jain was appointed Non-Executive Director of the Company and is liable to retire by rotation. The Board of Directors at its meeting held on 16th May, 2017 has proposed to appoint her as an Independent Director under Section 149 of the Act to hold office for a term of five consecutive years from the date of this Annual General Meeting subject to the approval of the members. Further, pursuant to the provisions of Section 152(6) of the Act, the term of the Independent Director shall not be liable to retire by rotation.

Ms. Madhu Jain is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director.

The Company has also received declaration from Ms. Madhu Jain that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Madhu Jain fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement and she is independent of the Management.

Copy of the draft letter for appointment of Ms. Madhu Jain as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Ms. Madhu Jain may be deemed to be interested in the respective Resolution. Except that no other Directors, Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

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

Item No 5

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 March 31, 2018 at a remuneration of Rs. 30,000/- plus out-of-pocket expenses. In accordance with the provisions of Section 148 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. 5 of the Notice for ratification of the remuneration of Rs. Rs.30,000/- plus out-of-pocket expenses payable to M/s. D. Radhakrishnan & Co the Cost Auditor for the financial year ending March 31, 2018.

No Directors, Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Dated: 12th August, 2017
Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071

By Order of the Board
For The Ganges Manufacturing Company Limited

RAM KARAN GUPTA
Secretary

THE GANGES MANUFACTURING COMPANY LIMITED

CIN: L51909WB1916PLC002713

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

Chatterjee International Centre, Kolkata-700071

Phone: +91 33 2226-0881 / 0883, Fax No.+91 33 2288 7591

Email: info@gangesjute.co.in; Website: www.gangesjute.co.in

ATTENDANCE SLIP

101st Annual General Meeting, Saturday, the 23rd day of September 2017 at 10.00 A.M. at Sitaram Sekseria Auditorium, Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700 017

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the 101st Annual General Meeting of the Company to be held on Saturday, the 23rd day of September 2017 at Sitaram Sekseria Auditorium, Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700 017

Signature of Shareholder/ Proxy/
Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

THE GANGES MANUFACTURING COMPANY LIMITED

CIN: L51909WB1916PLC002713

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

Chatterjee International Centre, Kolkata-700071

Phone: +91 33 2226-0881 / 0883, Fax No. +91 33 2288 7591

Email: info@gangesjute.co.in; Website: www.gangesjute.co.in

FORM NO. MGT-11

Proxy Form

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

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

*Applicable for Investors holding shares in electronic form.

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

1.	Name		
	Address		
	E-mail Id	Signature	
	Or failing him		
2.	Name		
	Address		
	E-mail Id	Signature	
	Or failing him		
3.	Name		
	Address		
	E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 101st Annual General Meeting of the Company, to be held on Saturday, the 23rd day of September, 2017 at 10 A.M. at Sitaram Sekseria Auditorium, Bharati Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700 017 and at any adjournment thereof in respect of such resolution as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Adoption of Financial Statements for the year ended 31st March 2017.		
2.	Re-appointment of Sri Sanjay Kumar Osatwal as Director, who retire by rotation.		
3.	Appointment of Auditor and to fix their remuneration.		
4.	Appointment of Ms. Madhu Jain as an Independent Director		
5.	Ratification of Remuneration of Cost Auditor		

Signed this day of 2017

Affix a
Revenue
Stamp

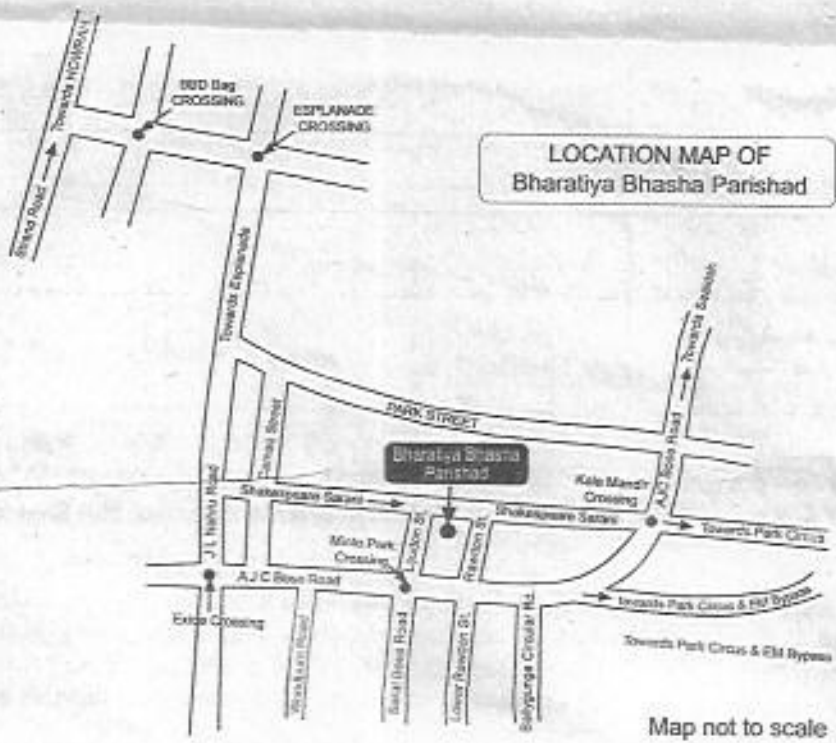
Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

LOCATION MAP OF Bharatiya Bhasha Parishad



Map not to scale