

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.gangesjute.co.in

Notice of 104th Annual General Meeting to the Members

Notice is hereby given that the One Hundred and Fourth Annual General Meeting of The Ganges Manufacturing Company Limited will be held on Saturday, 26th September, 2020 at 10:00 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 year ended 31st March, 2020 along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Tripathi (DIN No- 06519781) 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, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to section 148(3) 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 financial year ending 31st March, 2021 be and is hereby ratified."

**By Order of the Board
For THE GANGES MANUFACTURING COMPANY LIMITED**

**Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071
Dated: 30th July, 2020**

**RAM KARAN GUPTA
COMPANY SECRETARY**

The Ganges Manufacturing Company Limited

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. As you are aware, in view of the situation arising due to massive outbreak of the COVID-19 global pandemic and to follow the social distancing norms, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as 'MCA Circulars') through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at a common venue. The forthcoming AGM will thus be held through VC/OAVM and, members can attend and participate in the ensuing AGM through VC/OAVM only. The venue of the AGM shall be deemed to be the registered office of the Company at 33A, Jawaharlal Nehru Road, 6th Floor, Flat No. A-1, Chatterjee International Centre, Kolkata-700071.
3. 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.
4. 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.
5. 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.
6. **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 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.
7. In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.gangesjute.co.in. 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.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars viz. MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participant. Members

The Ganges Manufacturing Company Limited

holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent, M/s Niche Technologies Private Limited.

10. 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 16th September, 2020, so that proper information can be made available at the AGM.
11. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in dematerialised form with a depository. Therefore, members are requested to consider dematerialising shares held by them in physical form.
12. Members who are yet to provide required particulars for the purpose of maintaining records in the new format of Register of Members pursuant to Section 88 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 are requested to intimate following information to the Company's Registrar and Share Transfer Agent, M/s Niche Technologies Private Limited as may be applicable for respective members:
 - I. E-mail ID; II. Permanent Account Number (PAN) or Corporate Identification Number (CIN); III. Father's/ Mother's/Spouse Name; IV. Unique Identification Number (Aadhar No.); V. Occupation; VI. Status; VII. Nationality; VIII. In case member is a minor, name of guardian and date of birth of minor member; IX. Name and address of nominee (in Form SH-13).
13. The Register of Members and Share Transfer Register of the Company will remain closed from Sunday, 20th September, 2020 to Saturday, 26th September, 2020 (both days inclusive).

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i) The remote e-voting period shall commence on 23rd September 2020 at 09:00 a.m. and end on 25th September 2020 at 05:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), 19th September, 2020 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on "Shareholders" module.
- v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login-MyeasiLogin - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.

- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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viii) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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 (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant Company i.e. THE GANGES MANUFACTURING COMPANY LIMITED on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

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- ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii) Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- iii) Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv) 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.
- v) 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 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 23rd September 2020 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 meeting i.e. by 16th September, 2020 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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) 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.
- iii) 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.
- iv) 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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-voting System, 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 Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

14. 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

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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.gangesjute.co.in and on the website of CDSL. The same will be communicated to the Calcutta Stock Exchange where the shares of the company are listed.

- 15.** 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 25th September, 2020, upto 5:00 p.m. without which the vote shall not be treated as valid.
- 16.** 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 19th September, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 17.** 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 14th August, 2020.
- 18.** The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2020. The facility of e-voting would be provided once for every folio/ client-id, irrespective of the numbers of joint holders.
- 19.** 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 19th September, 2020 and not casting their vote electronically by remote e-voting, may only cast their vote at the Annual General Meeting.
- 20.** In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of the 104th AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.gangesjute.co.in and website of stock exchange i.e. Calcutta Stock Exchange at www.cse-india.com.
- 21.** 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.
- 22.** 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. 19th September, 2020 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.

Encl:

Annexures to Notice

ANNEXURE TO THE NOTICE

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

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 March 31, 2021 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 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, 2021.

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. 3 of the Notice for approval by the shareholders.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

{In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings}

Name	Mr. Pradeep Kumar Tripathi
DIN	06519781
Date of Birth	20/01/1969
Date of Appointment	19/02/2013
Directorships in other Companies	Nil
Chairmanship/Member of committees of the Board of other Companies of which he is a Director	Nil
Shareholding in the Company	Nil

**By Order of the Board
For THE GANGES MANUFACTURING COMPANY LIMITED**

**Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071
Dated: 30th July, 2020**

**RAM KARAN GUPTA
COMPANY SECRETARY**

THE GANGES MANUFACTURING COMPANY LIMITED

CIN: L51909WB1916PLC002713

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

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Email: gmcltd@gmail.com

Website: www.gangesjute.co.in

**(ANNEXURE TO THE NOTICE FOR THE 104TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 26TH SEPTEMBER, 2020)**

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 104th Annual General Meeting (AGM) to be held on Saturday, 26th September, 2020 at 10:00 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.
200817014		

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

Remote e-Voting Start On	Remote e-Voting End On
23 rd September, 2020 at 9.00 A.M.(IST)	25 th September, 2020 at 5.00 P.M.(IST)

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

**By Order of the Board
For THE GANGES MANUFACTURING COMPANY LIMITED**

**Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071
Dated: 30th July, 2020**

**RAM KARAN GUPTA
COMPANY SECRETARY**