

THE GANGES MANUFACTURING COMPANY LIMITED

Notice of Annual General Meeting

Notice is hereby given that the Ninety Ninth Annual General Meeting of The Ganges Manufacturing Company Limited will be held at Nehru Children's Museum, 94/1, Chowringhee Road, Kolkata 700 020 on Wednesday, the 30th day of September 2015 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, 2015 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 re-appointment.
3. To appoint the Auditors and to fix their remuneration.

SPECIAL BUSINESS

4. To appoint Smt. Madhu Jain (DIN: 07129506) as a Director liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION :

"RESOLVED that pursuant to the provisions of sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms Madhu Jain (DIN 07129506), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company who will be liable to retire by rotation."

5. 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-imbusement 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, 2016 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.

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4. The Register of Members and Share Transfer Register of the Company will remain closed from 26th September 2015 to 30th September 2015 (both days inclusive).
5. 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.
6. Members who hold shares in dematerialised form are requested to bring their Client ID and DP numbers for quick identification while recording attendance at the meeting.
7. 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.

ANNEXURE TO NOTICE

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

Item no 4

Smt. Madhu Jain was appointed as additional director of the Company by the Board of Directors in the meeting held on 21st March, 2015. Pursuant to section 161 of the Companies Act, 2013, Ms Madhu Jain will hold office upto the date of forthcoming Annual General Meeting. A notice has been received from a member proposing Ms Madhu Jain as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Smt. Madhu Jain is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as Director of the Company.

Except Smt. Madhu Jain and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

The Board recommends the Ordinary Resolution 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, 2016 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. 30,000/- plus out-of-pocket expenses payable to M/s. D. Radhakrishnan & Co the Cost Auditor for the financial year ending March 31, 2016.

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: 19th August, 2015.
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