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# The Ganges Manufacturing Co., Ltd.

**CHATTERJEE INTERNATIONAL CENTRE**

Regd. & Adm. Office : 33A Jawaharlal Nehru Road,  
(6th Floor), Flat No. A-1, Kolkata - 700 071

Dated:-20<sup>th</sup> November, 2015

To,  
The Calcutta Stock Exchange  
7 Lyons Range  
Kolkata – 700 001

Sub: Proceedings of AGM-Clause 31D of the Listing Agreement

Ref: CSE Scrip Code-10017120  
F.Y.: -2014-2015


Dear Sir,

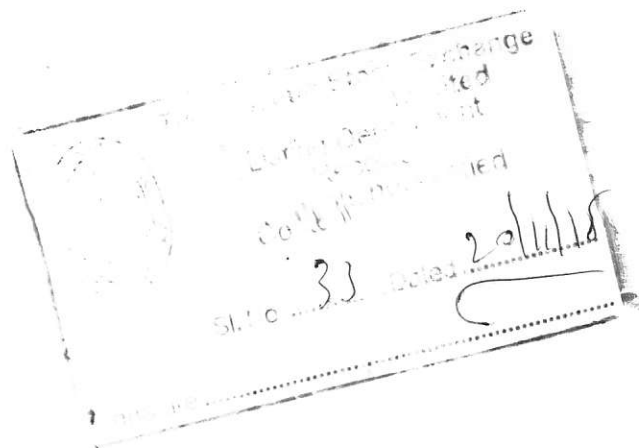
As per the captioned subject, please find herewith the proceedings of AGM held on 30.09.2015 for financial year 2014-15.

Thanking You

Yours faithfully

For THE GANGES MFG CO. LIMITED

  
Authorised Signatory



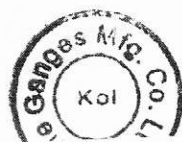
The Ganges Manufacturing Company Limited

Minutes of the 99<sup>th</sup> Annual General Meeting held  
at "Nehru Children's Museum", 94/1 Chowringhee Road,  
Kolkata 700 020  
on Wednesday, the 30<sup>th</sup> September 2015 at 10.00 a.m.

- Present 151 members in person  
6 Members through authorised representative u/s 113  
6 members by proxy  
Sri R K Gupta- Company Secretary  
Sri B L Patni- Practising Company Secretary and Scrutiniser
- 1.0 Chairman Sri Ravindra Kumar Poddar, Chairman of the Company, took the Chair
- 2.0 Quorum The requisite quorum of 15 members personally being present, the Chairman declared the meeting properly constituted and proceeded to transact the business.
- 3.0 Notice of the Annual General Meeting With the consent of the Members present, the Notice dated 19<sup>th</sup> August, 2015, convening the Annual General Meeting was taken as read.
- 4.0 Register of Directors Share Holdings:  
In Conformity with provisions of Section 170 of the Companies' Act 2013, Register of Directors' share holding was produced at the meeting and kept open for inspection by members during the meeting.
- 5.0 Auditors' Report:  
The Qualification portion of Report dated 19<sup>th</sup> August, 2015 by the Auditors of the Company to the members was read by the Secretary.
- 6.0 The Chairman informed the meeting that this year the Company has made facility available for voting by poll at the AGM for the members which was conducted after discussion of the Agenda items.  
The Chairman informed the meeting that the Company has appointed Sri Babu Lal Patni, Practicing Company Secretary as Scrutinizer to scrutinize the voting process in a fair transparent manner and poll will be taken after the completion of discussion.
- 7.0 Consideration of Directors Report and Annual Accounts:  
The Director's Report and Annual Accounts of Company for the year ended 31<sup>st</sup> March 2015 having already been circulated to the members were taken as read by the general consent.

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Sri B K Mehta



"RESOLVED that the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2015 and the Auditors' Report and Directors' Report thereon already circulated to the members and submitted to the meeting be and are hereby received and adopted."

Seconded by: Sri Pran Gopal Pal

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2597614	100	NIL	NIL	NIL

The Chairman invited questions from the members on the Reports and Accounts under consideration. Observations were made by members which were replied by the Chairman satisfactorily.

8.0 Appointment of Director retiring by rotation:

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Sri Amal Chandra Das

"RESOLVED that Shri Sanjay Kumar Osatwal (DIN 00248585), Director of the Company who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed a Director of the Company whose term of office shall be liable to retirement by rotation."

Seconded by: Sri B.K. Mehta

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2597614	100	NIL	NIL	NIL

9.0 Appointment of Auditors:

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Sri B.K. Mehta

"RESOLVED that M/s. S. S. Kothari & Co., Chartered Accountants, retiring auditors be and are hereby reappointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors."



Seconded by: Sri Pran Gopal Pal

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2597614	100	NIL	NIL	NIL

10.0 Appointment of Smt. Madhu Jain as a Director

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Koushik Bhar - representative of Lyons Corporate Market Ltd. (given notice proposing the appointment)

"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, Smt 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."

Seconded by: Sri B.K. Mehta

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2597614	100	NIL	NIL	NIL

11.0 Ratification of remuneration of Cost Auditors appointed by Board

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Sri Amal Chandra Das

"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-imbursalment 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."



Seconded by: Sri B.K. Mehta

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2597614	100	NIL	NIL	NIL

12.0 It was informed that results of Voting through poll be declared on receipt of Scrutinizer's Report and will be submitted to CSE where the shares of the Company are listed.

13.0 Vote of thanks

Sri R.K.Gupta proposed the vote of thanks to the chair.

The Chairman then declared the meeting as concluded and closed at 10.45 AM

Note: All the above resolutions were put to vote through poll and the results of the poll taken at the AGM were scrutinized by Mr. B. L. Patni, Practicing Company Secretary, the scrutinizer appointed by the Board for scrutinizing the voting results. He issued his Scrutinisers Report on 01.10.15. The voting results were announced by Sri R K Poddar, Chairman on 01.10.15 and the same were e-mailed to the Stock Exchange viz. Calcutta Stock Exchange.

Written in Minutes Book on 05.10.2015

For The Ganges Manufacturing Co. Ltd.

Chairman

CHAIRPERSON