

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 105TH ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the One Hundred and Fifth Annual General Meeting of The Ganges Manufacturing Company Limited will be held on Monday, 27th September 2021 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 financial year ended 31st March, 2021 along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Sanjay Kumar Osatwal (DIN No-00248585) 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 read with 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, 2022 be and is hereby ratified."

4. To accord consent of members for increasing the limits applicable for making investments, giving loans, guarantees and providing securities under section 186 of the Companies Act, 2013 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members through postal ballot on 16-03-2015 and pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any Statutory modification or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution) for:

- i) giving any loan to any person or other body corporate,

- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or persons and/or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

(Including loans or guarantees already given or securities already provided or securities already acquired) upto an amount the aggregate outstanding of which shall not exceed Rs. 200 Crores at any given time which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose, if any) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

- 5. To approve revision in the remuneration of Mr. Ravindra Kumar Poddar (DIN: 00240643), Chairman and CEO of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said Act, subject to the provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded to the revision in the remuneration of Mr. Ravindra Kumar Poddar (DIN: 00240643), Chairman and CEO of the Company, on the following terms and conditions for a period of 3(Three) years effective from 1st November, 2020:

I. Basic Salary:

Salary of Rs. 10,00,000/- (Rupees Ten 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 chauffeur 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.

“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 be and is hereby authorized to do all such acts and deeds and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

6. To approve revision in the remuneration of Mr. Sanjay Kumar Osatwal (DIN: 00248585), Managing Director and CFO of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said Act, subject to the provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded to the revision in the remuneration of Mr. Sanjay Kumar Osatwal (DIN: 00248585), Managing Director and CFO of the Company, on the following terms and conditions for a period of 3(Three) years effective from 1st November, 2020:

I. **Basic Salary** of Rs. 10,00,000/- (Rupees Ten Lakhs only) per month.
House Rent Allowance of Rs. 1,60,000/- (Rupees One Lakh Sixty 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) Income Tax payable on total taxable remuneration (including monetary and non-monetary perquisites) will be paid by the Company on behalf of the Managing Director to the Revenue Authorities and such payment of tax shall be considered as a non-monetary perquisite in the hands of the Managing Director within the meaning of the Income Tax Act, 1961 and/or any amendments thereof.

(ii) Use of chauffeur 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. 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.

"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 be and is hereby authorized to do all such acts and deeds and execute all such documents, instruments and writings as may be required 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: 13th August 2021

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

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. **The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 21st September 2021 to Monday, 27th September 2021 (both days inclusive).**
3. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through video conferencing (VC) or other audio visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 105th AGM of the Company is being convened and conducted through VC. The members can attend and participate at 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.
4. 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.
5. 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.

6. In terms of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder and MCA/SEBI Circulars, Notice calling the AGM and the Annual Report for the financial year ended 31st March 2021, 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 2021 will also be available on the website of the Company at www.gangesjute.co.in and on the website of The Calcutta Stock Exchange Limited at www.cse-india.com.
7. 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, 13th August 2021.
8. 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. Monday, 20th September, 2021 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.
9. A person, 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. Monday, 20th September 2021 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.
10. 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.
11. 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.
12. **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.
13. 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, Monday, 20th September 2021 and not casting their vote electronically by remote e-voting, may only cast their vote at the Annual General Meeting.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, 20th September 2021. The facility of e-voting would be provided once for every folio/client-id, irrespective of the numbers of joint holders.

- 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 26th September 2021 upto 5:00 p.m. without which the vote shall not be treated as valid
- 16.** 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.
- 17.** 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 17th September 2021, so that proper information can be made available at the AGM.
- 18.** 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.
- 19.** 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 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.
- 20.** 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.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.

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 Friday, 24th September 2021 at 09:00 a.m. and end on Sunday, 26th September 2021 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), Monday, 20th September 2021 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 multiple 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>.

	<p>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.</p> <p>5. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
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	<p>1) The shareholders should log on to the e-voting website www.evotingindia.com.</p> <p>2) Click on “Shareholders” module.</p> <p>3) Now enter your User ID</p> <ol style="list-style-type: none"> For CDSL: 16 digits beneficiary ID, Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. <p>4) Next enter the Image Verification as displayed and Click on Login.</p> <p>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.</p> <p>6) If you are a first-time user follow the steps given below:</p> <table border="0"> <tr> <td style="padding-right: 20px;">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.
- 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.

VOTING AT THE ANNUAL GENERAL MEETING

- 1) The procedure for 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 Friday, 24th September 2021 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 Friday, 17th September 2021 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 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**.

- b) For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
 - c) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
2. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
 3. 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).
 4. 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.

Encl:

Annexures to Notice

ANNEXURES TO THE NOTICE

Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013

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, 2022 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, 2022.

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.

Item No. 4

Pursuant to Section 186(2) of the Companies Act, 2013 (Act) and Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules 2014, the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the company, whichever is higher. In case the company exceeds the above-mentioned limits then, prior approval of shareholder by way of a Special resolution is required to be obtained.

The shareholders of the Company by means of special resolution through postal ballot on 16-03-2015, approved giving of any loan, guarantee and provide security or making investment in shares, debentures etc. upto an amount of Rs. 100 Crore over and above the limits specified under section 186 of the Act.

However, the Company may be required to provide financial assistance/ support by way of giving of loans / guarantees, providing of securities, making of investment in securities more than Rs. 100 crores earlier approved by the shareholders in order to expand its business activities and for optimum utilization of funds.

Accordingly, Board of Directors of the Company may be authorized to give loans, guarantees or provide securities or make investments as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 200 Crores (Rupees Two Hundred Crores only) which shall be over and above the said limits as specified in Section 186(2) of the Act. The resolution set out at Item No. 4 is recommended by the Board of Directors for approval of the members by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 5

The Board of Directors of the Company ('the Board') based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th November 2020 approved to pay revised remuneration to Mr. Ravindra Kumar Poddar (DIN: 00240643), Chairman and CEO of the Company, subject to the approval of the members. The resolution requires approval of the members by way of special resolution. The Board recommends the resolution for the approval of the members.

None of the Directors, Key Managerial Personnel /their relatives, except Mr. Ravindra Kumar Poddar, are in any way concerned or interested, financially or otherwise in the Resolution.

As required under Para (B) of Section-II of Part-II of the amended Schedule V to the Companies Act, 2013, the relevant details to be sent along with the notice calling the General Meeting are as under:

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 31.03.2020	Rs. In Lakhs
		Total Revenue Receipts (Gross) including other Income	35,420.18
		Total Expenses	33,925.01
		Profit Before Tax	1,495.17
		Current Tax	395.39
		Profit After Tax	1,099.78
(5)	Foreign Investment or collaborations, if any.	NIL	
II. INFORMATION ABOUT THE APPOINTEE:			
(1)	Background Details	Mr. Ravindra Kumar Poddar, aged 68 years, is the Chairman and CEO 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. 60,00,000/-	
(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	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 purchase, sale, finance, law, taxation and corporate affairs. He has vast experience of Corporate management and possesses all the required competencies. Thus, ideally suited for the job.	

(5)	Remuneration proposed	As set out in the Resolution.
(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 under applicable provisions of Schedule V.
(2)	Steps taken or proposed to be taken for improvement	The Company has initiated certain efforts such as cost control, borrowing at cheaper rates and improving efficiency etc. Though, the prices of raw materials and products are influenced by external affairs, the Company is making all possible efforts to improve the margins. Besides, the Company is taking all possible steps to overcome the loss in revenue caused due to the outbreak of COVID-19.
(3)	Expected increase in productivity and profits in measurable terms.	The first quarter of the financial year 2021-22 has shown profits as against the loss in last quarter of financial year 2020-21. 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

The Board of Directors of the Company ('the Board') based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th November 2020 approved to pay revised remuneration to Mr. Sanjay Kumar Osatwal (DIN: 00248585), Managing Director and CFO of the Company, subject to the approval of the shareholders. The resolution requires approval of the members by way of special resolution. The Board recommends the resolution for the approval of the members.

None of the Directors, Key Managerial Personnel /their relatives, except Mr. Sanjay Kumar Osatwal, are in any way concerned or interested, financially or otherwise in the Resolution.

As required under Para (B) of Section–II of Part–II of the amended Schedule V to the Companies Act, 2013, the relevant details to be sent along with the notice calling the General Meeting are as under:

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 31.03.2020	Rs. In Lakhs
		Total Revenue Receipts (Gross) including other Income	35,420.18
		Total Expenses	33,925.01
		Profit Before Tax	1,495.17
		Current Tax	395.39
		Profit After Tax	1,099.78
(5)	Foreign Investment or collaborations, if any.	NIL	
II. INFORMATION ABOUT THE APPOINTEE:			
(1)	Background Details	Mr. Sanjay Kumar Osatwal, aged 59 years, is the 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. 60,00,000/-	
(3)	Recognition or awards	Mr. Sanjay Kumar Osatwal has a well-established identity in Jute market.	
(4)	Job Profile and suitability	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. Thus, ideally suited for the job.	
(5)	Remuneration proposed	As set out in the Resolution.	
(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 under applicable provisions of Schedule V.
(2)	Steps taken or proposed to be taken for improvement	The Company has initiated certain efforts such as cost control, borrowing at cheaper rates and improving efficiency etc. Though, the prices of raw materials and products are influenced by external affairs, the Company is making all possible efforts to improve the margins. Besides, the Company is taking all possible steps to overcome the loss in revenue caused due to the outbreak of COVID-19.
(3)	Expected increase in productivity and profits in measurable terms.	The first quarter of the financial year 2021-22 has shown profits as against the loss in last quarter of financial year 2020-21. 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 re-appointment at the Annual General Meeting

Details of director seeking 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.

Name	Mr. Sanjay Kumar Osatwal
DIN	00248585
Date of Birth	31-10-1962
Date of Appointment	07-04-1993
Directorships in other Companies	1. Osatwal Jute & Gunny Sales (P) Ltd. 2. Osatwal Investments (P) Ltd. 3. Rochak Distributors (P) Ltd.
Chairmanship/Member of committees of the Board of other Companies of which he is a Director	NIL
Shareholding in the Company	40,234 Equity shares of Rs. 10 each
Expertise in specific functional area	Raw material procurement and Finance

Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-1, 6th Floor,
Kolkata-700 071
Dated: 13th August 2021

By Order of the Board
For The Ganges Manufacturing Company Limited

Swati Trivedi
Company 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

Telephone: +91 33 2226-0881 / 0883

Fax No.+91 33 2288 7591

Email: gmcltd@gmail.com

Website: www.gangesjute.co.in

**(ANNEXURE TO THE NOTICE FOR THE 105TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 27TH SEPTEMBER 2021)**

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 105th Annual General Meeting (AGM) to be held on Monday, 27th September 2021 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.
210810003		

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

Remote e-Voting Start On	Remote e-Voting End On
Friday, 24 th September 2021 at 9.00 A.M.(IST)	Sunday, 26 th September 2021 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: 13th August 2021

By Order of the Board
For The Ganges Manufacturing Company Limited

Swati Trivedi
Company Secretary