

## NOTICE

NOTICE is hereby given that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting of the Members of Ganga Papers India Limited will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 09.30 A.M. at the Registered Office of the Company at 241, Village Bebedohal, Tal. Maval, Pune-410506 MH to transact the following businesses:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended as at 31<sup>st</sup> March, 2020, together with the report of the Board of Directors and report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Ramesh Kumar Chaudhary (DIN: 00080136), who retires by rotation as a Director and being eligible offers himself for re-appointment and in this regard pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ramesh Kumar Chaudhary (DIN: 00080136), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**SPECIAL BUSINESS:**

3. Regularization of Additional Independent Director, Mr. Ratan Kumar Singh (DIN: 07131585), by appointing him as Independent Director of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and Companies ( Appointment and Qualification of Directors ) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force ) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the consent of the members be and are hereby accorded for regularization of appointment of Mr. Ratan Kumar Singh from additional Independent Director to Independent Director not be liable to retire by rotation, as recommended by Nomination and Remuneration Committee and Board of Directors, on the basis of the performance evaluation, to hold office for a period of five years w.e.f. 30<sup>th</sup> July, 2020 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act.”

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally and jointly authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. To ratify the remuneration of the Cost Auditor for the financial year 2020-21 and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 read with applicable provisions of the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration to M/s. S M K & Co., Cost Accountants (Firm Registration No.002055), the Cost Auditors of the company appointed by the Board of Directors of the Company at a remuneration of Rs. 20000/- (Rupees Twenty Thousand Only) plus re-imburement of out of pocket expenses, to conduct the audit of the cost records of the Company for the financial year 2020-21, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Varanasi

By Order of the Board of Directors

Date: 2<sup>nd</sup> September, 2020

**Ramesh Kumar Chaudhary**  
**(Chairman & Director)**  
**DIN: 00080136**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed thereto. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip to attend the AGM.
3. Corporate members are requested to send board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. Brief profile of the Directors seeking appointment/ re-appointment as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in the explanatory statements annexed to this notice.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Company's Registrars and Transfer Agents, "Sharex Dynamic (India) Pvt. Ltd." in case the shares are held in physical form.
6. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialized their shareholding, are advised to dematerialize the same to avoid any inconvenience in future.
7. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 36<sup>th</sup> AGM along with the Annual Report for FY2020 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 for FY2020 will also be available on the Company's website at [www.gangapapers.in](http://www.gangapapers.in) and website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules framed

thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by Link Intime India Private Limited (LI IPL) on all the resolutions set forth in the Notice.

9. Non-Resident Indian members are requested to inform RTA/ respected DPs, immediately of change in residential status on return to India for permanent settlement and also particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code if not furnished earlier.
10. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from 01<sup>st</sup> April, 2019. In view of the above and to avail various benefits of dematerialization, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agent, "Sharex Dynamic (India) Pvt. Ltd." for assistance in this regard.
11. Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificate to RTA, for consolidation into single folio.
12. Members holding shares in physical form and desirous of making nomination, are requested to submit nomination form in prescribed format to RTA. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DPs.
13. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours up to the date of the Meeting.

**The instructions for members for voting electronically are as under:**

- I. In compliance with provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ganga Papers India Limited ("the Company") is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed at the Thirty Sixth Annual General Meeting ("AGM") of the members of the Company, scheduled to be held on Wednesday, 30<sup>th</sup> September, 2020 at 09.30 A.M. (IST) at 241, Village Bebedohal, Tal.Maval, Pune-410506, by electronic means ("e-voting"). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The Company has engaged the services of Link Intime India Private Limited (LI IPL) to provide e-voting facility.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 27<sup>th</sup> September, 2020 (9:00 a.m. IST) and ends on 29<sup>th</sup> September, 2020 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. Instructions for shareholders to vote electronically are as under:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LI IPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

▶ Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details:-

**A. User ID:** Enter your User ID

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/members holding shares in **physical form shall provide Event No+Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use

their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### **If you have forgotten the password:**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A member shall opt for only one mode of voting i.e. either through remote e-voting or by Ballot Paper. If the member casts vote through both the modes, the votes in the electronic system would be considered and the Ballot Paper would be ignored.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. M/s. Ragini Chokshi & Co., Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- X. The Scrutinizer will, after the conclusion of e-voting at the meeting, scrutinize the votes cast at the meeting through postal ballot and the votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: [www.gangapapers.in](http://www.gangapapers.in), and on the website of the LIPL: <https://instavote.linkintime.co.in> The result will simultaneously be communicated to the stock exchange.

Place: Varanasi  
Date: 2<sup>nd</sup> September, 2020

By Order of the Board of Directors

Ramesh Kumar Chaudhary  
(Chairman & Director)  
DIN: 00080136

## EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the special business mentioned in the accompanying Notice.

**Item No. 3**

Mr. Ratan Kumar Singh (DIN: 07131585) was appointed as an Additional Independent Director of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 30<sup>th</sup> July, 2020, with effect from 30<sup>th</sup> July, 2020. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, he will hold office upto the date of the Annual General Meeting of the Company.

Mr. Ratan Kumar Singh is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of Nomination and Remuneration Committee and based on the performance evaluation, the Board is considering the regularization of appointment of Mr. Ratan Kumar Singh (DIN: 07131585) from Additional Independent Director to Independent Director of the Company for a period of five years w.e.f. 30<sup>th</sup> July, 2020.

The Company has also received a declaration from Mr. Ratan Kumar Singh declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

In the opinion of the Board, Mr. Ratan Kumar Singh fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

**Details of the Director proposed to be appointed/ re-appointed/ regularize at the forthcoming Annual General Meeting.**

Name of Director	Mr. Ramesh Kumar Chaudhary	Mr. Ratan Kumar Singh
Date of Birth	23/07/1952	13/01/1959
Date of Appointment	03/04/2006	30/07/2020
Qualification	M.A. (Political Science)	Post Graduate in Spectroscopy (Physics)
Experience in Specific	Mr. Ramesh Kumar Chaudhary is a first generation entrepreneur in Paper Industry. He is also very active in social services.	Pipe Industry and Packaged Drinking Water Units.
Directorship held in other companies	9	1
Chairman/member of the Committee of the Board of Directors of the Company	0	0
Chairman/member of the Committee of the Board of Directors of other Company	0	2
Number of Shares held in the Company	0	0
Relationship with other Directors	NIL	NIL



**Item No. 4**

The Board on the recommendation of the Audit Committee, has approved the appointment of M/s. S M K & Co., Cost Accountants (Firm Registration No.002055), as the Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) plus reimbursement of out of pocket expenses for the financial year 2020-21.

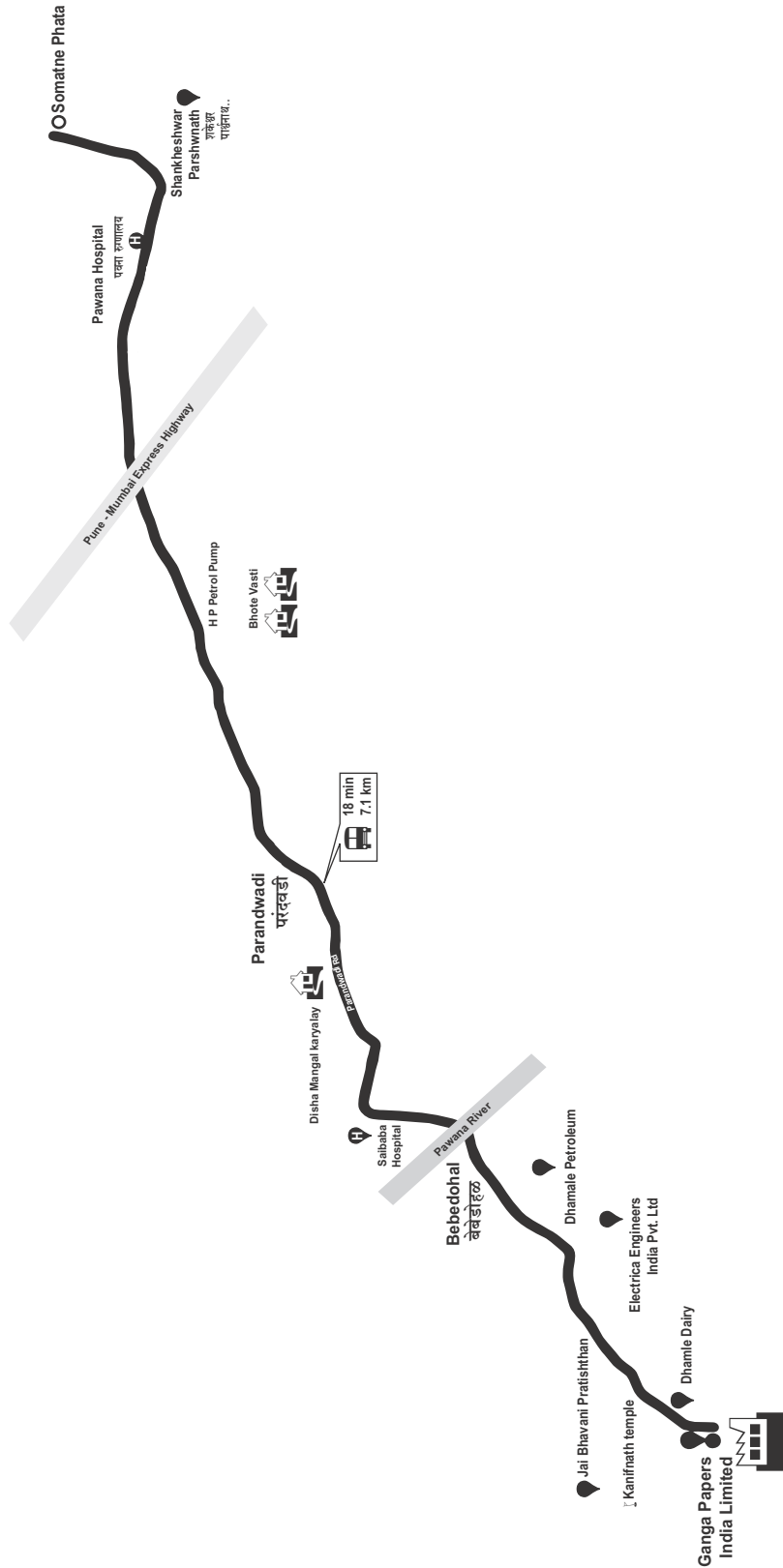
As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 read with Section 148 (3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the Shareholders.

Accordingly, consent of the members is sought through Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

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** of the notice except of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out at **Item No. 4** of the notice for approval by the shareholders.

Route Map For Venue of Annual General Meeting



**GANGA PAPERS INDIA LIMITED****Regd. Office:** 241, Village Bebedohal, Tal. Maval, Pune MH-410506

CIN: U21011UP2000PTC025471

Tel: +91 9075086746/ 9850156179

Website: www.gangapapers.in, Email: compliance.gpil@gmail.com

**ATTENDANCE SLIP**

Please complete and sign this Attendance Slip and hand it over at the entrance of the Meeting Hall:

**DP ID\*:****Client ID\*:****Folio No:****No. of Shares:****Name and Address of the Shareholder:**

I hereby record my presence at the 36<sup>th</sup> Annual General Meeting of the Company at its registered office at 241, Village, Bebedohal, Tal.Maval, Pune MH-410506 at 09.30 A.M. on Wednesday, the 30<sup>th</sup> day of September, 2020.

**Signature of Shareholder/Proxy/ Authorised Representative****\*Applicable for investors holding shares in electronic form.**

1. Please handover the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of meeting
3. As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for General Meeting issued by The Institute of Company Secretaries of India “No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting”

**GANGA PAPERS INDIA LIMITED**

Regd. Office: 241, Village Bebedohal, Tal. Maval, Pune MH-410506

CIN: U21011UP2000PTC025471

Tel: +91 9075086746/ 9850156179

Website: www.gangapapers.in, Email: compliance.gpil@gmail.com

**PROXY FORM (MGT-11)**

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

<b>Name(s) of the Member(s)</b>			
<b>Registered Address</b>			
<b>Email Id</b>			
<b>Folio No./Client ID*</b>		<b>DP ID*</b>	

I/ We, being the Member(s) holding.....shares of Ganga Papers India Limited, hereby appoint:

- Name: .....  
 Address: .....  
 Email Id: .....  
 Signature: ..... or failing him
- Name: .....  
 Address: .....  
 Email Id: .....  
 Signature: ..... or failing him
- Name: .....  
 Address: .....  
 Email Id: .....  
 Signature: ..... or failing him

as my/ our Proxy to attend and vote for me/ us on my/ our behalf, at the 36<sup>th</sup> Annual General Meeting to be held on Wednesday, 30<sup>th</sup> September, 2020 at 09.30 A.M. at the registered office of the Company at 241, Village Bebedohal, Tal.Maval, Pune MH-410506 or any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	RESOLUTIONS	FOR	AGAINST
1.	<b>Ordinary Business:</b> Adoption of Annual Accounts and Reports of Directors & Auditors for the financial year ended 31 <sup>st</sup> March, 2020.		
2.	Re-appointment of Mr. Ramesh Kumar Chaudhary (DIN: 00080136) as director, who retires by rotation.		

	<b>Special Business:</b>		
3.	Ordinary Resolution for Regularization of Mr. Ratan Kumar Singh (DIN: 07131585) as Independent Director of the Company.		
4.	Ordinary Resolution for the ratification of the remuneration of the Cost Auditors for the financial year 2020-21.		

**\*Applicable for investors holding shares in electronic form.**

Signed this.....day of .....2020.

Signature of shareholder

Affix Revenue Stamp
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Signature of Proxy holder(s)

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. As provided under Regulation 44 of the SEBI Listing Regulations, 2015, shareholder may vote either for or against each resolution.