



# Ganga Papers India Ltd.

CIN No.: L21012MH1985PTC035575

Reg. Off.: Gat No. 241, Bebedohal, Tal. Maval, Dist. Pune - 410506

City Off.: D-8, Sanskriti Prangan Society, S. No. 131, Baner-Balewadi Road, Baner, Pune - 411 045

Tel : 9850156179, E-mail : compliance.gpil@gmail.com, Website : www.gangapapers.in

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## 1<sup>ST</sup> NOTICE OF POSTAL BALLOT

**[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

**NOTICE** is hereby given that, pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, **Ganga Papers India Limited** (“the Company”) is seeking the approval/consent of its Members for the Resolutions, proposed to be passed through Postal Ballot/ Electronic Voting (E-voting).

Members are requested to read carefully the instructions printed in the Postal Ballot Notice, fill up the Postal Ballot Form attached hereto, give your assent or dissent on the resolutions at the end of the Postal Ballot Form and return the duly completed and signed Original Postal Ballot Form (no other form or photocopy thereof is permitted) in addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on, 05<sup>th</sup> April, 2019. Ballot Forms received thereafter will be strictly treated as if no reply has been received from the Members.

Further, in compliance with Reg. 44 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to postal Ballot, for all the Members of the Company. For this purpose, the Company has appointed Linkintime India Private Limited for facilitating the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes as “**Instructions/ Procedure for Voting through Electronic means**” to this Notice of Postal Ballot. Please note that e-voting is optional. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

Ms. Ragini Chokshi, Company Secretary in Practice (Membership No. FCS 2390 and C.P. No. 1436), Partner of M/s Ragini Chokshi & Co. (Company Secretaries) has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot and E-voting process in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the Postal Ballot including e-voting and thereafter the result of the voting by Postal Ballot and e-voting will be announced on **06<sup>th</sup> April, 2019** at the registered office of the company situated at 241, Village Bebedohal, Tal. Maval, Pune-410506 MH. The resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. **06<sup>th</sup> April, 2019** and shall be deemed to have been passed at the General Meeting of the Members.

## **PROPOSED RESOLUTIONS**

### **Item No. 1. Appointment of Statutory Auditors to fill the Casual Vacancy**

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 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and as amended from time to time or any other law for the time being in force, and as per the recommendation of Audit Committee and Board of Directors, M/s. A K Agrawal & Co., Chartered Accountants (FRN 018282C), Varanasi be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Achal Srivastava & Co., Chartered Accountant, Varanasi.”

**“RESOLVED FURTHER THAT** M/s. A K Agrawal & Co., Chartered Accountants (FRN 018282C), Varanasi be entitled to hold office as Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters & things as may be considered necessary to give effect to the aforesaid resolution.”

### **Item No. 2. Appointment of Mr. Arvind Nath Tiwari (DIN: 08370977) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **an Ordinary Resolution**

**“RESOLVED THAT**, Mr. Arvind Nath Tiwari, who was appointed as an Additional & Non-Executive Independent Director pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendations of the Nomination and Remuneration Committee, with effect from 14<sup>th</sup> February, 2019 for a period of first term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period commencing from 14<sup>th</sup> February, 2019 upto 13<sup>th</sup> February, 2024.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters & things as may be considered necessary to give effect to the aforesaid resolution.”

Place: Pune  
Date: 28.02.2019

By order of the Board of Directors  
For **Ganga Papers India Limited**  
Sd/-  
Ramesh Kumar Chaudhary  
(Chairman & Director)  
DIN: 00080136

**Notes:**

1. The Explanatory Statement under Section 102 of the Act read with Companies (Management and Administration) Rules, 2014 and as amended from time to time, setting out the material facts and reasons for resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appears as on the Cut off date i.e., **Friday, 1<sup>st</sup> March, 2019** in the Register of Members/ List of Beneficial Owners, as received from Sharex Dynamic (India) Private Limited, the Registrar and Transfer Agent of the Company.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e- mail addresses registered with the Company's Registrar and Transfer Agent. For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self-addressed pre-paid Business Reply Envelope.
4. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: [www.gangapaper.in](http://www.gangapaper.in), where the Postal Ballot Notice is displayed.
5. Members are requested to carefully read the instructions before exercising their vote and either return form duly completed in the attached self-addressed pre-paid postage envelope; or vote by electronic means in the manner set out herein. In each case, ensure that votes reach the scrutinizer on or before **5.00 p.m. on the 05<sup>th</sup> April, 2019** ('Last Date').
6. In case shares held by Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authorised Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form by the last date.
7. The result and the report of Scrutinizer on the postal ballot and e-voting shall be communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company's website [www.gangapapers.in](http://www.gangapapers.in).
8. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed at a General meeting of the members convened in that behalf.
9. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman i.e., on **06<sup>th</sup> April, 2019**.
10. A copy of this notice has been placed on the website of the Company [www.gangapapers.in](http://www.gangapapers.in) and shall remain on the website until the last date for receipt of the postal ballots form from the shareholders. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and also shall be displayed on the Company's website.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent for sending future communication(s) in electronic form.

12. Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or members who have been sent this Postal Ballot electronically and who do not want to avail the E-voting facility organized through Linkintime India Private Limited, may send a request on the e-mail id:- [compliance.gpil@gmail.com](mailto:compliance.gpil@gmail.com) by mentioning his/her Folio/DP No. and Client ID No. for obtaining the Notice and Postal Ballot in physical form from the company. The Member had to send the duly completed Postal Ballot form to ensure that it reaches the Scrutinizer on or before **05<sup>th</sup> April, 2019 by 5.00 p.m.**, failing which, it will be strictly considered that no reply has been received from the Member.
13. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical postal ballot shall be treated as invalid. A member cannot exercise his/her vote by proxy on postal ballot.
14. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Reg. 44 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Linkintime India Private Limited as the Authorised Agency to provide e-voting facility.

#### **PROCEDURE/INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
  1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
  2. Click on “Login” tab, available under ‘Shareholders’ section.
  3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
  4. Your User ID details are given below:
    - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
    - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
    - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
  5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**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 LI IPL.

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.

❖ Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 1**

M/s. Achal Srivastava & Co., Chartered Accountants, Varanasi, have tendered their resignation as Statutory Auditors of the company, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of Statutory Auditors can only be filled up by the Board subject to the approval of the members. The Board on the recommendation of the Audit Committee has proposed to appoint M/s. A K Agrawal & Co., Chartered Accountants (FRN 018282C), Varanasi as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Achal Srivastava & Co., Chartered Accountants, Varanasi.

M/s. A K Agrawal & Co., Chartered Accountants (FRN 018282C), Varanasi have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In the view of the above, you are requested to grant your consent to the ordinary resolution as set out in Postal Ballot Notice dated 28<sup>th</sup> February, 2019.

None of directors, key managerial persons or their relatives are in any way, concerned or interested with the resolution in Item no. 1.

The Board recommends the resolution set forth in Item no. 1 for approval of the members.

## **Item No. 2**

The Board, at its meeting held on 14<sup>th</sup> February, 2019, appointed Mr. Arvind Nath Tiwari (DIN: 08370977) as an Additional and Non- Executive Independent Director of the Company with effect from 14<sup>th</sup> February, 2019 pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and on the recommendations of the Nomination and Remuneration Committee.

The Company has also received (i) consent in writing from Mr. Arvind Nath Tiwari to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Arvind Nath Tiwari to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act. In the opinion of the Board, Mr. Arvind Nath Tiwari fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent. The resolution seeks the approval of members for the appointment of Mr. Arvind Nath Tiwari as an Independent Director not liable to retire by rotation for a period commencing from 14<sup>th</sup> February, 2019 up to 13<sup>th</sup> February, 2024.

No director, key managerial personnel or their relatives except Mr. Arvind Nath Tiwari to whom the resolution relates is interested in or concerned with the resolution in Item no. 2.

The Board recommends the resolution set forth in Item no. 2 for approval of the members.

Place: Pune  
Date: 28.02.2019

By order of the Board of Directors  
For **Ganga Papers India Limited**  
Sd/-  
Ramesh Kumar Chaudhary  
(Chairman & Director)  
DIN: 00080136

**Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

Name of Director	Mr. Arvind Nath Tiwari
Date of Birth	20-08-1964
Date of Appointment	14 <sup>th</sup> February, 2019
Qualification	Post Graduate.
Experience in Specific	Wide experience of 20 years in Metal & Wooden Paint Manufacturing Industry.
Directorship held in other companies	0
Chairman/member of the Committee of the Board of Directors of the Company	0
Chairman/member of the Committee of the Board of Directors of other Company	0
Number of Shares held in the Company	0
Inter-se relationships between directors and Key Managerial Personnel	None





# Ganga Papers India Ltd.

CIN No.: L21012MH1985PTC035575

Reg. Off.: Gat No. 241, Bebedohal, Tal. Maval, Dist. Pune - 410506

City Off.: D-8, Sanskriti Prangan Society, S. No. 131, Baner-Balewadi Road, Baner, Pune - 411 045

Tel : 9850156179, E-mail : compliance.gpil@gmail.com, Website : www.gangapapers.in

## POSTAL BALLOT FORM

(Kindly refer the instructions specified overleaf before filling the form)

Registered Folio no./ DP no./ Client ID no.:	Number of Shares held
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I/ We hereby exercise my/ our vote in respect of the Ordinary Resolution to be passed through postal ballot for the businesses stated in the Postal Ballot Notice dated 28<sup>th</sup> February, 2019 by sending my/ our assent/ dissent to the said resolution by placing a tick(√) mark at the appropriate box below:

Item no.	Resolution summary	No. of Shares held by me	I/We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Appointment of M/s A K Agrawal & Co., Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy.			
2.	Appointment of Mr. Arvind Nath Tiwari (DIN: 08370977) as an Independent Director of the Company.			

Date:

Place:

.....  
(Signature of the Member)

### Electronic Voting Particulars

EVSN (Electronic Voting Sequence)	User Id	Password
190029		

**\*Note:** For e-voting, please refer the instructions under “E-voting Facility” in the Notice attached herewith and for Physical Postal Ballot Form read the instructions printed below carefully before exercising your vote.

Last date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m., 05<sup>th</sup> April, 2019.

## INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or post at the expense of the Member will also be accepted.
  2. The Form should be completed and signed by the Member, as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
  3. Duly completed Postal Ballot Form should reach on or before the close of working hours on Friday, 05<sup>th</sup> April, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.
  4. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint holder(s).
  5. In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority Letter.
  6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self- addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
  7. A Member need not use all the votes or cast all the votes in the same manner.
  8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
  9. The Company is pleased to offer e-voting facility as an alternate for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for e-voting is enumerated in the Notes to the Postal Ballot Notice.
  10. A Member may send request for duplicate Postal Ballot Form on the e-mail id:- [compliance.gpil@gmail.com](mailto:compliance.gpil@gmail.com) by mentioning his/her Folio/DP No. and Client ID No. or download the same from the Company's website [www.gangapapers.in](http://www.gangapapers.in).
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