

**NOTICE**  
**(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)**

Dear Member,

Notice is hereby given that the **Fortieth** (40<sup>th</sup>) Annual General Meeting of GANGA PAPERS INDIA LIMITED will be held on Friday, 27<sup>th</sup> September, 2024 at 9:30 A.M. IST 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31<sup>st</sup> March, 2024, 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, 2024 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 Mrs. Sadhana Kanoria (DIN: 00084309), who retires by rotation as a director and being eligible offers herself for re-appointment.**

To appoint Mrs. Sadhana Kanoria (DIN: 00084309), who retires by rotation as a director and being eligible offers herself 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, Mrs. Sadhana Kanoria (DIN: 00084309) who retires by rotation at this meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**3. Appointment of M/s RAM K RAJ & ASSOCIATES (Firm Registration No. 002093C), Chartered Accountants, as Statutory Auditors of the Company.**

To appoint M/s RAM K RAJ & ASSOCIATES (Firm Registration No. 002093C), Chartered

Accountants, as Statutory Auditors of the Company in place of M/s. J A N & Co., Chartered Accountants, (formally known as M/s A.K. Agrawal & Co.) (Firm Registration Number: 018282C) fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors M/s RAM K RAJ & ASSOCIATES (Firm Registration No. 002093C), Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) years commencing from the conclusion of the 40<sup>th</sup> Annual General Meeting until the conclusion of the 45<sup>th</sup> Annual General Meeting of the Company to be held in year 2029 at such remuneration and terms and conditions mentioned in the Explanatory Statement.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including alteration in the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. and necessary filings with appropriate authorities without being required to seek any further consent or approval of the members of the Company.”

#### **SPECIAL BUSINESS:**

#### **4. Regularization of Additional Director (Non-Executive - Independent) Mr. Shreyash Agrawal (DIN: 10721615), by appointing him as Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the consent of the members

be and are hereby accorded for regularization of appointment of **Mr. Shreyash Agrawal (DIN: 10721615)** from Additional Director (Non-Executive & Independent) 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 (5) years w.e.f. 13<sup>th</sup> August, 2024 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 authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**5. Regularization of Additional Director (Non-Executive - Independent) Mr. Surya Prakash Agrawal (DIN: 10725656), by appointing him as Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the consent of the members be and are hereby accorded for regularization of appointment of Mr. Surya Prakash Agrawal (DIN: 10725656) from Additional Director (Non-Executive & Independent) 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 (5) years w.e.f. 13<sup>th</sup> August, 2024 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 authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. Ratification of Cost Auditor’s Remuneration:**

To ratify the remuneration of the Cost Auditor for the financial year 2024-25 and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 read with and other applicable provisions of the Companies Act, 2013 and Rule 14 (a) (ii) 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. K.N. Chaubey & Associates, Cost Accountants (Firm Registration

No.: 101174), the Cost Auditors of the Company appointed by the Board of Directors of the Company at a remuneration of Rs. 20,000/- per annum (Rupees Twenty Thousand Only) plus re-imbursment of out-of-pocket expenses, to conduct the audit of the Cost Records of the Company for the Financial Year 2024-25.

**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: Pune**

**Date : 13<sup>th</sup> August, 2024**

**By Order of the Board of Directors**

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

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 4, 5 and 6 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FORTIETH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.  
In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members. The holder of proxy shall prove his identity at the time of attending the meeting.
3. Information as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided in Explanatory Statement.
4. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed and forms part of this Notice.
5. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.
6. 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, "M/s. Link Intime India Private Limited" in Form ISR-1, ISR-2, ISR-3, ISR-4, SH-13, SH-14, as per requirement, in case the shares are held in physical form. The said forms

can be downloaded from the Company's website.

7. Members who have not registered their email address are also requested to send their email address to DPs in case the shares are held in electronic form and to Company's Registrars and Transfer Agents, "*M/s. Link Intime India Private Limited*" in case the shares are held in physical form.
8. SEBI vide its earlier circulars have made the PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction. Members are requested to submit their PAN details to their respective DP in case of holdings in dematerialized form or to Link Intime in case of holdings in physical form, mentioning the correct folio number.
9. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with *M/s. Link Intime India Private Limited*, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat / electronic mode should file their nomination with their Depository Participants (DPs).
10. **Attention Shareholder:** SEBI, vide the Circular No. **SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37** dated **March 16, 2023**, has mandated furnishing of PAN, KYC details and Nomination by holders of physical securities. Folios wherein any one of the cited documents/ details are not available on or after **October 01, 2023**, shall be frozen by the Registrar and Transfer Agent of the Company.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. 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 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 and MCA circular no. 09/2023 dated September 25, 2023 dated 12th May 2020; Notice of 40th AGM along with the Annual Report for FY 31st March, 2024 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 FY 2023-24 will also be available on the Company's website at [www.gangapapers.com](http://www.gangapapers.com) and website of the stock exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).

13. 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 **M/s Link Intime India Private Limited** on all the resolutions set forth in the Notice.
14. 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.
15. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service request namely; i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition. Members can contact the Company's Registrars and Transfer Agent, "M/s Link Intime India Private Limited" for assistance in this regard.
16. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service request namely; i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition. Members can contact the Company's Registrars and Transfer Agent, "M/s Link Intime India Private Limited" for assistance in this regard.
17. Members, intending to require information about the Financial Statements or any other matter to be placed at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at 241, Village Bebedohal, Tal. Maval Pune - 410506 (MH). Inspection by the Members can be done on any working day between 10:00 a.m. to 05:00 p.m. upto the date of AGM of the Company and shall also be available at

the venue of the AGM.

#### **VOTING THROUGH ELECTRONIC MEANS**

- I.** In compliance with the provisions of Section 108 of the Companies Act, 2013 and 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 Listing Regulations, the Company is pleased to facilitate its Members to transact business at the AGM of the Company by voting through electronic means. In this regard, the Company has engaged the services of “M/s Link Intime India Private Limited” as the Agency to provide remote e-voting services and voting at the AGM venue through electronic voting system.
- 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 Tuesday, 24th September, 2024 (9:00 a.m. IST) and ends on Thursday, 26th September, 2024 (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 20th September, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by “M/s Link Intime India Private Limited” for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

#### **19. Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1** - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:



- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password

- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

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

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:

- a. 'Investor ID' -
  - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
  - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
- b. 'Investor's Name' - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.

- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**
**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**
**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-*

mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

➤ 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”.

I. 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.

II. 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.com](http://www.gangapapers.com), and on the website of the LIPL: <https://instavote.linkintime.co.in>. The result will simultaneously be communicated to the stock exchange.

**Place: Pune**

**Date: 13<sup>th</sup> August, 2024**

**By Order of the Board of Directors**

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



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No.: 3**

Appointment of M/s RAM K RAJ & ASSOCIATES (Firm Registration No. 002093C), Chartered Accountants, as Statutory Auditors of the Company in place of M/s J A N & Co. (formally known as M/s A K Agrawal & Co.) Chartered Accountants (Firm Registration No.: 018282C). The members at the 35<sup>th</sup> Annual General Meeting of the Company held on September 27, 2019 had appointed M/s A K Agrawal & Co. (Currently known as J A N & Co.) Chartered Accountants (Firm Registration No. 018282C) as the Statutory Auditors of the Company to hold office for a term of five years i.e. from the conclusion of the 35<sup>th</sup> Annual General Meeting until conclusion of ensuing 40<sup>th</sup> Annual General Meeting.

The tenure/term of M/s J A N & Co. (formally known as M/s A.K. Agrawal & Co.) Chartered Accountants (Firm Registration No.: 018282C) is coming to end at the conclusion of ensuing AGM. The existing auditors cannot be re-appointed as the Auditors for a further period of 5 years as per the provisions of Companies Act, 2013.

Further, as the tenure of the Statutory Auditors is expiring at the conclusion of the ensuing AGM of the Company and as they cannot be re-appointed as per the provisions of Companies Act, 2013, the Board of Directors has, based on the recommendation of the Audit Committee and subject to approval of the shareholders, had appointed M/s RAM K RAJ & ASSOCIATES (Firm Registration No. 002093C), Chartered Accountants for a term of five (5) years to hold office from the conclusion of the 40<sup>th</sup> AGM till the conclusion of the 45<sup>th</sup> AGM of the Company to be held in year 2029.

As required under section 139 of the Companies Act, 2013 M/s RAM K RAJ & ASSOCIATES. (Firm Registration No. 002093C), Chartered Accountants, have informed the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

There is no material change in the fees considering the size of the Company. The Notice of the ensuing AGM also contain a resolution for consideration and approval of the Members for their appointment as such in place of the existing Statutory Auditors. None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution except to the extent of their shareholding if any.

Your directors recommend the Resolution set out in Item No. 3 as an Ordinary Resolution for your approval. Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations

Proposed fees payable to the statutory auditor for the financial year.	The company propose fees to pay Rs. 1,00,000 for statutory Audit and Rs. 25,000 for Tax Audit.
Term of appointment	5 Years
In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The is no material changes in the fee payable to such auditor from that paid to the outgoing auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	Given the nature, size and spread of Company's operations, and expansion in the business, it is required to have a competent, experienced and highly professional audit firm. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	M/s RAM K RAJ & ASSOCIATES (Firm Registration No. 002093C), the Firm is professionally managed firm since 40 years engaged in providing services like tax consultancy, accounting services, secretarial services. Since more than four decades the firm has served to the wider business community which includes corporate, non-corporate Banks, Insurance, service sector, manufacturers etc.

**Item No.: 4**
**Regularization of Additional Director (Non-Executive - Independent) Mr. Shreyash Agrawal (DIN: 10721615), by appointing him as Independent Director of the Company:**

On the recommendation of Nomination & Remuneration Committee, Mr. Shreyash Agrawal (DIN: 10721615) was appointed as an Additional Independent Director of the Company by the Board in their meeting held on 13<sup>th</sup> August, 2024, with effect from 13<sup>th</sup> August, 2024. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI Listing Obligations and Disclosures Requirements) Regulations, 2015, he will hold office up to the date of the Annual General Meeting of the Company.

Mr. Shreyash Agrawal (DIN: 10721615) 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. Shreyash Agrawal (DIN: 10721615) for a period of five (5) years w.e.f. 13<sup>th</sup> August, 2024.

The Company has also received a declaration from Mr. Shreyash Agrawal 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) Regulations, 2015.

In the opinion of the Board, Mr. Shreyash Agrawal 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) Regulations, 2015.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Shreyash Agrawal and his 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 **Special Resolution** set out at Item No. 4 of the notice for approval by the shareholders.

#### **Item No.: 5**

#### **Regularization of Additional Director (Non-Executive - Independent) Mr. Surya Prakash Agrawal (DIN: 10725656), by appointing him as Independent Director of the Company:**

On the recommendation of Nomination & Remuneration Committee, Mr. Surya Prakash Agrawal (DIN: 10725656) was appointed as an Additional Independent Director of the Company by the Board in their meeting held on 13<sup>th</sup> August, 2024, with effect from 13<sup>th</sup> August, 2024. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, he will hold office up to the date of the Annual General Meeting of the Company.

Mr. Surya Prakash Agrawal 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. Surya Prakash Agrawal (DIN: 10725656) for a period of five (5) years w.e.f. 13<sup>th</sup> August, 2024.

The Company has also received a declaration from Mr. Surya Prakash Agrawal 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) Regulations, 2015.

In the opinion of the Board, Mr. Surya Prakash Agrawal 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) Regulations, 2015.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Surya Prakash Agrawal and his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice except of their shareholding in the Company.

The Board recommends the **Special Resolution** set out at Item No. 5 of the notice for approval by the shareholders.

**Item No.: 6**

The Board on the recommendation of the Audit Committee, has approved the appointment of M/s. K.N. Chaubey & Associates., Cost Accountants (Firm Registration No. 101174) 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 re-imbursement of out-of-pocket expenses for the financial year 2024- 25.

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 2024-25.

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

The Board recommends the Ordinary Resolution set out at Item No. 6 of the notice for approval by the shareholders.

**Details of the Director proposed to be appointed/ re-appointed/ regularize at the forthcoming 40<sup>th</sup> Annual General Meeting.**

<b>Name</b>	<b>Mrs. Sadhana Kanoria</b>	<b>Mr. Shreyash Agrawal</b>	<b>Mr. Surya Prakash Agrawal</b>
Date of first appointment on the Board	05/01/2015	13/08/2024	13/08/2024
DIN No.	00084309	10721615	10725656
DOB	12/07/1963	08/08/1993	17/10/1993
Age	61	31	30
Qualifications	Graduation	Chartered Accountant	Ph.D., MBA, M.com, B.com
Experience & expertise in specific functional area, Skill & Capability	Wide Experience in Paper Industry	Accounts professional with expertise in Indirect and Direct Taxation	Professional with expertise in Finance.
Terms and conditions for appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director not liable to retire by rotation	Non-Executive Director not liable to retire by rotation
Remuneration last drawn	Rs. 6.00 Lacs p.a.	NA	NA
Details of remuneration sought to be paid	Rs. 6.00 Lacs p.a.	NIL	NIL
Directorship in Listed entities (Other than GANGA PAPERS INDIA LIMITED) and listed entities from which the person has resigned in the past three years.	Nil	Nil	Nil
Directorships held in other companies.	Nil	Nil	Nil
Memberships/ Chairmanships of committees of other companies	Nil	Nil	Nil
Number of shares held in the Company (As on 31st March, 2024)	NIL	Nil	Nil
Disclosure of relationships between Directors / KMP inter se	Mrs. Sadhana Kanoria is sister-in-law of Sandeep Kanoria (Managing Director)	Not Applicable	Not Applicable

**Route Map for the 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.com](http://www.gangapapers.com), Email: [compliance.gpil@gmail.com](mailto:compliance.gpil@gmail.com)**ATTENDANCE SLIP**

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

<b>DP ID*:</b>	<b>Folio No:</b>
<b>Client ID*:</b>	<b>No. of Shares:</b>

**Name and Address of the Shareholder:**

I hereby record my presence at the 40<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 Friday, the 27<sup>th</sup> day of September, 2024.

**Signature of Shareholder/Proxy/Authorized 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.com](http://www.gangapapers.com), Email: [compliance.gpil@gmail.com](mailto: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:

1. Name: .....  
 Address: .....  
 Email ID: .....  
 Signature: ..... or failing him
  
2. Name: .....  
 Address: .....  
 Email ID: .....  
 Signature: ..... or failing him
  
3. 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 40<sup>th</sup> Annual General Meeting to be held on Friday, 27<sup>th</sup> September, 2024 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
<b>Ordinary Business:</b>			
1.	Ordinary Resolution for adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution for Re-appointment of Mrs. Sadhana Kanoria (DIN: 00084309), as director, who retires by rotation.		
3.	Ordinary Resolution for Appointment of M/s RAM K RAJ & ASSOCIATES (Firm Registration No. 002093C), Chartered Accountants, as Statutory Auditors of the Company.		
<b>Special Business:</b>			
4.	Special Resolution for Regularization of Mr. Shreyash Agrawal (DIN: 10721615), as Independent Director of the Company:		
5.	Special Resolution for Regularization of Mr. Surya Prakash Agrawal (DIN: 10725656), as Independent Director of the Company:		
6.	Ordinary Resolution for the ratification of the remuneration of the Cost Auditors for the financial year 2023-24		

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

Signed this.....day of .....2024.

Signature of shareholder

Affix Revenue Stamp
---------------------------

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.