

Ganges Securities Limited

CIN: L74120UP2015PLC069869

Registered Office: P.O. Hargaon, Dist.- Sitapur (U.P.), Pin – 261 121

Email: gangessecurities@birlasugar.org, Website: www.birla-sugar.com

Phone (05862) 256220, Fax (05862) 256225

NOTICE

Notice is hereby given that the Tenth Annual General Meeting ('AGM') of the members of **GANGES SECURITIES LIMITED** will be held on Friday, August 23, 2024 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) the Standalone Financial Statements of the Company for the year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon;
- b) the Consolidated Financial Statements of the Company for the year ended March 31, 2024 and the Report of the Auditors thereon.

2. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and other applicable laws, if any, approval of the members be and is hereby accorded for re-appointment of Mrs. Nandini Nopany (DIN: 00051362), who has attained the age of seventy five (75) years, retires in terms of Section 152(6) of the Act and being eligible, offers herself for reappointment as a Director of the Company, liable to retire by rotation."

AS SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 2(1)(zc), 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ agreements transaction(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Morton Foods Limited ('MFL') a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 30,00,00,000/- (Rupees Thirty Crores) upto the next Annual General Meeting of the Company but not exceeding fifteen months, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

4. To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act,

2013 (the "Act") and Rules framed thereunder, including any statutory modifications or re-enactment thereof and the Articles of Association of the Company and in furtherance to the Special Resolution passed by the Members vide Postal Ballot on March 22, 2024 approval of the Members be and is hereby accorded for payment of remuneration to Mrs. Urvi Mittal (DIN 02780842), Managing Director, as set out in the Explanatory Statement, for her tenure from April 1, 2024 to March 31, 2027 and that such remuneration shall be the minimum remuneration payable in terms of Schedule V of the Act in case of no profits or inadequate profits, calculated in accordance with the applicable provisions of the Act.

FURTHER RESOLVED THAT, save and except as aforesaid, all other terms and conditions of re-appointment of Mrs. Urvi Mittal passed by the Shareholders vide Postal Ballot shall continue to remain in force and effect.

FURTHER RESOLVED THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and /or revise the remuneration of Mrs. Mittal within the limits permissible under the Act and 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.

By Order of the Board of Directors
For **Ganges Securities Limited**

Brij Mohan Agarwal
Director
DIN: 03101758

Place: Kolkata
Date: July 30, 2024

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated 25th September, 2023 ('MCA Circulars') and SEBI Circular dated May 12, 2020, January 15, 2021, read with the subsequent circulars issued from time to time, the latest one being General Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars") has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2024. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), MCA Circulars and SEBI Circulars, the 10th AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facilities in respect of:
 - (a) voting through remote e-voting;
 - (b) participation in the AGM through VC/OAVM facility;
 - (c) e-voting during the AGM.The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. . Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.birla-sugar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
7. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 and 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice. The relevant Explanatory Statement pursuant to Section 102 of the Act, in respect of the business, set out at Item Nos. 3 and 4 of the Notice, is annexed hereto.
8. The Share Transfer Books and Register of Members of the Company will remain closed from Saturday, August 17, 2024 to Friday, August 23, 2024 (both days inclusive) for the purpose of the AGM.
9. 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.
10. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com. with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
11. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents ('RTA'), Link Intime India Private Limited for assistance in this regard.
Link Intime India Private Limited having its office at Rasoi Court, 5th floor, 20, Sir R N Mukherjee Road, Kolkata 700001, India is the Registrar and Share Transfer Agent of the Company.

'SWAYAM' - Investor Self-Service Portal

During the year under review, the RTA of the Company has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company. 'SWAYAM' is a secure, user-friendly platform that empowers Members to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of 'SWAYAM' Portal:

- Updated status on electronic holdings across various companies serviced by the RTA;
- Tracking of corporate actions;
- Generate and track service requests / complaints raised on this portal;
- Members holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.

The investors can visit and access the 'SWAYAM' Portal at <https://swayam.linkintime.co.in/#>.

12. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

14. In all correspondence with the Company/Registrar & Share Transfer Agent the Members are requested to quote their accounts/ folio numbers and in case their shares are held in the dematerialized form their Client ID Number and DP ID Number.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA in case the shares are held in physical form.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

16. Further in terms of the Listing Regulations securities of listed companies can only be transferred in dematerialized form with effect from 01 April, 2020, in view of the above, members are advised to dematerialize shares held by them in physical form.
17. SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form.

Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <http://www.birla-sugar.com/Ganges-Shareholders-Info/Ganges-Downloads> and on the website of the Company's RTA at <https://www.linkintime.co.in>. It may be noted that any service request can be processed only after the folio is KYC compliant.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website.

In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.birla-sugar.com/Ganges-Shareholders-Info/Ganges-Downloads>.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by the members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to gangessecurities@birlasugar.org. latest by August 16, 2024 upto 01.00 p.m.

20. The Board of Directors of the Company has appointed Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries in whole time practice (Membership No. FCS 4515 and Certificate of Practice No. 2551) to scrutinise the remote E-voting process and voting in the AGM in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and RTA, and will also be displayed on the Company's website at www.birla-sugar.com.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein.
2. During this period, Members holding shares either in physical form or in dematerialized form, as on August 16, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.birla-sugar.com. The Notice can also be accessed from the website of National Stock Exchange at www.nseindia.com and Bombay Stock Exchange Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, August 19, 2024 at 09:00 A.M. (IST) and ends on Thursday, August 22, 2024 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, August 16, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 16, 2024.

How do I vote electronically using NSDL e-Voting system?


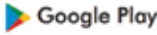


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode 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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gangessecurities@birlasugar.org.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to gangessecurities@birlasugar.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e.

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who may like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker Shareholder in advance by sending a request from their registered email address mentioning their name, DP ID and Client ID number / folio number, Permanent Account Number ("PAN") and mobile number along with the questions they wish to ask to reach the Company's e-mail address at gangessecuritiesr@birlasugar.org latest by 05.00 p.m. (IST) on August 16, 2024. Such questions by the Members shall be taken up during the AGM and suitably replied to by the Company. The Company will decide, at its due discretion, as to how it will answer the questions. It can either club similar questions or summarize questions in the interest of the other Shareholders. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon the availability of time for smooth conduct of the AGM.
6. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
7. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990/ 1800 22 44 30.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 2**

The shareholders of the Company had approved the continuation of directorship of Mrs Nandini Nopany pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') through a Special Resolution at the 8th Annual General Meeting of the Company held on July 18, 2022.

Mrs Nandini Nopany retires by rotation at this Annual General Meeting and, being eligible, offers herself for reappointment, as a Director. Mrs. Nopany has attained the age of 75 (seventy five) years on May 10, 2022. Accordingly, approval of the members by way of special resolution is required for her reappointment.

Mrs Nopany, the Chairperson of the Company, is an eminent Industrialist and philanthropist and has experience of over 5 decades in managing industries. She was first appointed on the Board of Directors of the Company with effect from August 02, 2016 and has since been the Chairperson of the Company and is entitled to receive sitting fee for attending the meetings of the Board of Directors. Considering the expertise and vast experience of Mrs. Nandini Nopany, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that continuation of Mrs. Nandini Nopany as a Director would immensely benefit the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 2 of the Notice except to the extent of their shareholding in the Company. The Board of Directors recommends the resolution set out at Item No. 2 of the Notice for approval of member, as a special resolution.

Item No. 3

The members of the Company had at their 9th Annual General Meeting held on July 28, 2023, approved a resolution for carrying out Related Party Transactions (“RPTs”) up to an annual value not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores) with Morton Foods Limited (“MFL”) for the financial year 2023-24. Morton Foods Limited (“MFL”), is a subsidiary of Palash Securities Limited, a promoter group entity of the Company and is hence, a Related Party of the Company, as on the date of this Notice.

The Audit Committee and the Board of Directors of the Company on May 15, 2024 approved the proposal of entering into material related party transactions with MFL by extending unsecured loan or investing in shares or advance subject to the prior approval of the members of the Company.

The transactions with MFL will be termed as material related party transactions as per Listing Regulations and Company’s policy on material related party transactions as the same may exceed 10% of the consolidated turnover of the Company as per last audited financials, and hence the approval of the members is being sought for approval of material related party transactions with MFL as set out in item No.3 of the Notice pursuant to the applicable provisions of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022. The said proposed transaction will be at arms’ length basis as per the applicable provisions of the Act and Listing Regulations.

As per Regulation 23 of the Listing Regulations read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 3 of this Notice whether the related party is a related party to the proposed transaction or not.

Palash Securities Limited, Hargaon Investment & Trading Co. Limited, Champaran Marketing Co. Limited, OSM Investment & Trading Co. Limited are promoter group entities of the Company and are also promoters of MFL and hold more than 2% shareholding in MFL.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the above Resolution except to the extent of their shareholding, if any, in the Company.

Details of the proposed RPTs between the Company and MFL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and MFL
1.	Summary of information provided by the Management to the Audit Committee, Board and Shareholders for approval of the proposed RPTs.	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Morton Foods Limited (“MFL”) is a subsidiary of Palash Securities Limited, a promoter group entity of the Company. MFL manufactures and markets canned fruits, vegetables and food products like jams, squashes, crushes, vegetable sauces, juices and breakfast cereals under the brand MORTON since 1959.
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	The Company has/ proposes to extend unsecured loan or advances / invest in shares, to the extent of Rs. 30,00,00,000/- from the conclusion of conclusion of this Annual General Meeting (AGM) till the next AGM of the Company, on the following terms and conditions: a. unsecured loans, at an interest rate not below the prevailing bank rates for a maximum tenure of one year and the said loan being repayable on demand of the Company; b. Investments in MFL: i. Investment in shares at fair value, based on Valuation Report by a Registered Valuer, if any. ii. Tenure: Not Applicable; iii. Interest rate: Not Applicable; iv. Repayment Schedule: Not Applicable. for an aggregate value not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores)
	c. Percentage of the Company’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	The percentage of the Company’s and the counter party i.e. MFL’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction are 8.62% (approx.) and 8.57% (approx.) respectively.

Sr. No.	Description	Details of proposed RPTs between the Company and MFL
2.	Justification for the proposed RPT.	The Company has existing equity investment in MFL. In addition to this, the Company may also further extend funds by way of investment in shares/unsecured loans, with MFL to earn income on surplus funds and support working capital requirements of the latter.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
	a. Details of the source of funds in connection with the proposed transaction.	Internal accruals and liquidity of the Company
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Providing unsecured loans and advances aggregating to Rs. 30,00,00,000/- (Rupees Thirty Crores) at an interest rate not below prevailing bank rate for a maximum tenure of one year and the said loan being repayable on demand of the Company
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital and other requirements of MFL
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle and on prevailing market rate of interest on such loans.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mrs. Urvi Mittal, Managing Director is also a Director of MFL and her shareholding in MFL is Nil.
6.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Item No. 4

The Members of the Company have re-appointed Mrs. Mittal as the Managing Director of the Company, by way of a special resolution passed by of postal ballot, for a term of three years, with effect from April 01, 2024 to March 31, 2027, as per the terms and conditions specified in the Postal Ballot Notice.

Pursuant to the provisions of Schedule V to the Companies Act, 2013 in case of no profits or inadequate profits during the tenure of appointment of a managerial personnel, remuneration shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company. Provided, remuneration in excess of the permissible slab may be paid, if shareholders pass a special resolution.

The Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on July 30, 2024 have considered this proposal and recommended/ approved the remuneration proposed to be paid to Mrs Urvi Mittal, subject to approval of the Members by way of Special Resolution.

Except Mrs Urvi Mittal, none of the Directors and/or Key Managerial Personnel of the Company and/or her relatives is/are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution set out in Item No. 4 as a Special Resolution for approval of the Members.

The requisite information required in terms of the provisions of Section II of Part II of Schedule V to the Act relating to Item No.4 above is given below:

I. GENERAL INFORMATION:

- Nature of industry:** The main object of the Company is to invest, deal etc. in securities mainly of group companies.
- Date or expected date of commencement of commercial production:** The Company is in operation since March 30, 2015.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

4. **Financial performance based on given indicators:** The information is being provided from the Audited Accounts for the financial year ended on 31st March, 2022, 31st March, 2023, and 31st March, 2024.

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2023	31.03.2024
Revenue from Operations	790.77	1,363.59	1,068.58
Other Income	138.19	30.45	34.07
Profit/(Loss) before Tax	731.31	1221.68	920.64
Profit/(Loss) after Tax	690.38	977.98	689.80
Net Worth	10,808.81	43,321.26	10,119.51

5. **Foreign investments or collaborations, if any:** Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

- Background details:** Mrs. Urvi Mittal has completed her Bachelors in Economics from Yale University (New Haven, USA) and Master of Business Administration from Columbia University and has to her credit a brilliant academic career. She is an eminent personality and possesses rich experience in finance and overall administration in corporate sector.
- Past remuneration:** RS. 67,50,000/- paid during the financial year 2023-24
- Recognition or awards:** Not Applicable
- Job profile and his suitability:** Mrs Urvi Mittal has been actively associated in the business and plays a pivotal role in all strategic business policies / decisions of the company. As the Managing Director of the Company the incumbent is expected to look after the whole or substantially the whole of the affairs of the Company subject to overall supervision, control and direction of the Board.
- Remuneration proposed:** As set out below:

i.	Basic Salary	:	Rs. 7,00,000/- (Rupees Seven Lakhs) only per month (The Nomination and Remuneration Committee may recommend to the Board to increase the emoluments at appropriate intervals after taking into account the Company's performance, within the limits contained in Companies Act, 2013 or any amendment thereof or otherwise as may be permissible in law).
ii.	Bonus/ Ex-Gratia	:	The Managing Director shall be allowed Bonus once a year subject to ceiling of one month's basic salary.
iii.	Leave	:	Leave as per the Rules of the Company.
iv.	Leave Travel Assistance	:	As per the Rules of the Company
v.	Travelling and other Expenses	:	Reimbursement of travelling and all other expenses incurred for the business of the Company
vi.	Car & Telephone	:	The Company may provide a car with driver and telephone at the residence of the Managing Director. Provision of car for use on the Company's business and telephone will not be considered as perquisites. Personal long distance calls and use of car for private purposes shall, however, be paid for by the Managing Director.
vii.	Notice Period	:	The re-appointment may be terminated by giving three months' notice by either side without assigning any reason whatsoever.
viii.	Minimum Remuneration	:	Wherein in any financial year during the tenure of the employment, the company has no profit or its profit is inadequate, the remuneration payable to the Managing Director will be as outlined above, subject to approval of shareholders/ Central Government, if so required
ix.	Sitting Fee	:	The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or any Committees thereof during her tenure as Managing Director
x.	Disengagement	:	The re-appointment is subject to disengagement in accordance with the provisions of the Articles of Association of the Company, the Companies Act, 2013, the Rules made there under and Code of Conduct and all other applicable Codes & Policies of the Company and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as and when applicable.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mrs Urvi Mittal holds only 11,775 equity shares of the Company. She does not have any other pecuniary relationship directly or indirectly with the Company. She does not have any relationship with the managerial personnel of the Company.

III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits:** During the financial year ended March 31, 2024, the profits of the Company may not be adequate due decrease in dividend income and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2. **Steps taken or proposed to be taken for improvement:** The Company has embarked on a series of strategic and operational measures that is expected to result in improvement in the present position.
3. **Expected increase in productivity and profits in measurable terms:** The Company has taken various initiatives to maintain its position, improve market share and financial performance. It is believed that financial position of the company will improve considerably in the coming years.

IV. Disclosures:

1. **Information on the remuneration package of the managerial personnel:** The remuneration package is as stated in the Explanatory Statement to the Notice.
2. **Disclosures on remuneration package and other terms of Directors under Corporate Governance' Report:** Corporate Governance Report forms a part of the Annual Report and the remuneration package and other terms applicable to the Directors are disclosed therein.

NOTICE

Particulars of Directors seeking re-appointment at the Annual General Meeting

(In pursuance of Section 196 (4) of the Companies Act, 2013, Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2)

Particulars	Mrs Nandini Nopany
Date of Birth	11.05.1947
Date of first appointment on the Board	02.08.2016
Qualifications and expertise in specific functional areas	Mrs Nandini Nopany is an eminent industrialist and philanthropist. She looks after the overall management of the Company and is the driving force of the Company. She has over five decades of experience in managing industries.
Number of meetings of the Board attended during the financial year (FY 2023-24)	Four
Terms and conditions of re-appointment	Mrs Nandini Nopany shall be liable to retire by rotation and she shall be entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof.
Remuneration last drawn (including sitting fees, if any) as on the date of this notice	Rs. 20,000/- as sitting fees during financial year 2023-24
Board Membership of other Companies	<ul style="list-style-type: none">● Avadh Sugar & Energy Limited;● Ronson Traders Limited;● Nilgiri Plantations Limited;● Cinnatollah Tea Limited;● Shital Commercial Limited;● Uttam Commercial Limited;● Centre Stage Creations Limited.
Audit Committee and Stakeholders' Relationship Committee Memberships in other companies, if any with position	Nil
Shareholding in the Company as on date of notice	37,570 Equity Shares
Relationship with Directors and Key Managerial Personnel	None
Listed companies from which the Directors have resigned in the past three years	Nil

By Order of the Board of Directors
For **Ganges Securities Limited**

Brij Mohan Agarwal
Director
DIN: 03101758

Place: Kolkata
Date: July 30, 2024

