

# 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 Sixth Annual General Meeting ('AGM') of the members of **GANGES SECURITIES LIMITED** will be held on Wednesday, September 23, 2020, at 11:00 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, 2020 and the Reports of the Directors' and Auditor's thereon;
- b) the Consolidated Financial Statements of the Company for the year ended March 31, 2020 and the Reports of the Auditor's thereon.

**2. To elect a Director in place of Mrs. Nandini Nopany (DIN: 00051362), who retires by rotation and, being eligible, offers herself for re-appointment.**

**3. To reappoint the Statutory Auditors of the Company:**

**RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Agrawal Subodh & Co., Chartered Accountants (Registration No. 319260E), be and are hereby re-appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of the eleventh Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imburement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit of the accounts of the Company.

### AS SPECIAL BUSINESS

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

**RESOLVED THAT** Ms. Urvi Nopany (DIN-02780842) who was appointed as an Additional Director of the Company with effect from March 23, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Ms. Urvi Nopany for the office of Director, be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.

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

**RESOLVED THAT** pursuant to the provision of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and such other approvals, as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Santosh Kumar Poddar (DIN: 00055786) as the Managing Director of the Company without any remuneration, for a period of three years with effect from 30th March, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including Board delegated Committee(s) thereof, be and they are hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including Board delegated Committee(s) thereof, be and they are hereby authorised to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.

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

Vijaya Agarwala  
**Company Secretary**

ACS- 38658

Place: Kolkata

Date: June 24, 2020

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI 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.
3. In terms of the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the requirement of sending Proxy Forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI Listing Regulations, has been dispensed with. Therefore, the facility to appoint Proxy by the members will not be available and consequently, the Proxy Form and Attendance Slip are not annexed to this notice convening the 6th AGM of the Company (the "Notice").
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.  
The special business under Item Nos. 3 to 5 of the notice of AGM, to be transacted at the AGM, has been considered unavoidable by the Board of Directors of the Company.
5. The Share Transfer Books and Register of Members of the Company will remain closed from Thursday, September 17, 2020 to Wednesday, September 23, 2020 (both days inclusive) for the purpose of the AGM.
6. As per Regulation 40 of SEBI 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, Link Intime India Private Limited ("RTA") for assistance in this regard.
7. To support the 'Green Initiative', 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.
8. 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 by them in electronic form and to RTA in case the shares are held by them in physical form.
9. 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.
10. 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.
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. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 16, 2020 through email on [gangessecurities@birlasugar.org](mailto:gangessecurities@birlasugar.org). The same will be replied by the Company suitably.  
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](mailto:gangessecurities@birlasugar.org).
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website [www.birlasugar.com](http://www.birlasugar.com) and the websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. Further in terms of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 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.

## **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 SEBI 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 below:
2. The remote e-voting period commences on Saturday, September 19, 2020 (9:00 a.m. IST) and ends on Tuesday, September 22, 2020 (5:00 p.m. IST).
3. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 16, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
4. 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.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. 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](mailto: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.
7. 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.niril.in](http://www.niril.in). The Notice can also be accessed from the website of National Stock Exchange at [www.nseindia.com](http://www.nseindia.com), Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.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](http://www.evoting.nsdl.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time (September 23, 2020 at 11:00 A.M) 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 and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER**

The remote e-voting period begins on Saturday, September 19, 2020 at 09:00 A.M. and ends on Tuesday, September 22, 2020 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### **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:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.

3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022-24994360/022 24994545 or at E-mail id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. 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](http://www.evoting.nsdl.com) to reset the password.
5. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 16, 2020.
6. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, September 16, 2020 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
7. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
9. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Mohan Ram Goenka, Practicing Company Secretary, (Membership No. FCS 4515) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
11. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.birla-sugar.com](http://www.birla-sugar.com) and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange Limited.

**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 [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in) or [gangesinvestors@birla-sugar.com](mailto:gangesinvestors@birla-sugar.com).  
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 [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in) or [gangesinvestors@birla-sugar.com](mailto:gangesinvestors@birla-sugar.com).
2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**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. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [gangessecurities@birla-sugar.org](mailto:gangessecurities@birla-sugar.org) latest by 05:00p.m. (IST) on Wednesday, September 16, 2020.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at [gangessecurities@birla-sugar.org](mailto:gangessecurities@birla-sugar.org). 05:00p.m. (IST) on Wednesday, September 16, 2020. The same will be replied by the company suitably.

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## NOTICE

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7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. 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.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/ 022-24994545.
11. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.birla-sugar.com](http://www.birla-sugar.com) / [www.gangessec.com](http://www.gangessec.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited.

### Explanatory Statement

#### Item No.- 3

M/s Agrawal Subodh & Co., Chartered Accountants, (Firm Registration No: 319260E), were appointed as the Statutory Auditors of the Company by the Members at the 1st Annual General Meeting (AGM) of the Company held on September 11, 2015 to hold office as the Statutory Auditors of the Company from the conclusion of such AGM till the conclusion of the sixth AGM of the Company to be held in the year 2020, subject to ratification of their appointment at every AGM.

Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s Agrawal Subodh & Co., Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 11th AGM to be held in the year 2025 as set out in the Resolution relating to their re-appointment.

M/s Agrawal Subodh & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Ordinary Resolution set out in Item no. 3 for your approval.

#### Item No. 4

The Board of Directors of the Company based on the recommendation of the Nomination & Remuneration committee appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Ms. Urvi Nopany as an Additional Director of the Company with effect from March 23, 2020.

Pursuant to Section 161 of the Companies Act, 2013, Ms. Urvi Nopany holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a notice in writing from a Member of the Company proposing her candidature for appointment as a Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that the presence of Ms. Urvi Nopany on the Board would be of immense benefit to the Company and therefore recommends Resolution No. 3 for approval of the Members of the Company. Ms. Urvi Nopany is not disqualified from being appointed or continuing as a Director by SEBI / Ministry of Corporate Affairs / Statutory Authorities and has given her consent to act as a Non -Executive Director.

Brief resume of Ms. Urvi Nopany, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (LODR) Regulations, 2015, is provided as annexure to the Notice calling the AGM.

Except Ms. Urvi Nopany, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

#### Item No. - 5

The Members of the Company at the 3rd Annual General Meeting held on September 22, 2017 approved the appointment of Mr. Santosh Kumar Poddar as Managing Director of the Company with effect from March 30, 2017. Mr. Poddar has completed his present term on March 29, 2020.

The Nomination & Remuneration Committee at its meeting held on February 05, 2020 recommended that in order to take advantage of Mr. Santosh Kumar Poddar's counsel and advice based on his skills, experience, knowledge and outcome of performance valuation, Mr. Poddar be re-appointed as the Managing Director of the Company. Mr. Poddar has not attained the age of 70 years as on date but during the term of his reappointment, would be attaining the age of 70 years and shall continue to hold office for a further period of three years as the Managing Director of the Company on existing terms.

Accordingly, in view of the recommendation made by the Nomination & Remuneration Committee and in accordance with provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions of the Act read with Rules framed there under and to be in compliant with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, recommend the Resolution mentioned in Item No 5 of the Notice for your approval.

Except Mr. Santosh Kumar Poddar, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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.5 above are 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. As the Company is a Core Investment Company and the main business of the Company is investment and such there is no commercial production in the Company.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given indicators:** The information is being provided from the Audited Accounts for the financial year ended on 31st March, 2018, 31st March, 2019, and 31st March, 2020.

(Rs. in lacs)

Particulars	31.03.2018	31.03.2019	31.03.2020
Gross Turnover	58.96	71.15	102.12
Revenue from Operations	42.21	42.42	74.90
Other Income	16.75	28.73	27.22
Profit/(Loss) before Tax	6.93	43.19	39.35
Profit/(Loss) after Tax	6.93	38.34	39.35
Net Worth	4,803.87	4,842.21	5,116.14

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

#### II. INFORMATION ABOUT THE APPOINTEE:

- Background details:** Mr. Santosh Kumar Poddar, is a qualified Company Secretary and has completed his Degree in Commerce from Calcutta University and is a known person in field of Finance & Accounts and general administration. He possesses rich experience of about 40 years especially in finance, banking operations, cost management, accounting and overall administration in corporate sector.
- Past remuneration:** Nil. However, remuneration is being paid from the wholly owned subsidiary, Cinnatollah Tea Limited.
- Recognition or awards:** Not Applicable
- Job profile and his suitability:** Mr Santosh Kumar Poddar 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:** Nil, considering remuneration is being paid from the wholly owned subsidiary, Cinnatollah Tea Limited.
- 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.
- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Santosh Kumar Poddar holds only 476 equity shares of the Company. He does not have any other pecuniary relationship directly or indirectly with the Company. He does not have any relationship with the managerial personnel of the Company.

#### III. OTHER INFORMATION:

- Reasons of loss or inadequate profits:** The Company is in the mode of consolidation of businesses which generally requires spending money upfront leading to minimal profits in the initial years. The Company's integration and optimization exercise is progressing well and is as per schedule. In addition to these optimization and integration measures and increased compliance/remediation costs adversely impacted the profitability of the Company for the year.
- 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 the improvement in the present position
- 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 has been aggressively pursuing and implementing its strategies to improve financial performance. It is believed that financial position of the company will improve considerably in the coming years.

#### IV. Disclosures:

- Information on the remuneration package of the managerial personnel:** Mr Poddar has voluntarily waived the remuneration quoting the financial stringency faced by the Company.
- 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 appointment/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)

<b>Name</b>	<b>Mrs Nandini Nopany</b>	
Date of birth	11.05.1947	
Brief profile covering experience	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 37 years of experience in managing industries.	
Date of appointment	02.08.2016	
Number of Board Meeting attended during the year	Three	
Inter-se relationship	None	
Shareholding	2,37,570 Equity Shares	
Other Directorships	Avadh Sugar & Energy Ltd. Ronson Traders Ltd. Uttar Pradesh Trading Company Limited Modern Diagen Services Limited Uttam Commercial Limited Nilgiri Plantations Limited Shital Commercial Limited Cinnatollah Tea Limited Centre Stage Creations Private Limited	
Committee Memberships, if any with position	Nil	
<b>Name</b>	<b>Ms. Urvi Nopany</b>	
Date of birth	21.08.1991	
Brief profile covering experience	Ms. Urvi Nopany 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.	
Date of appointment	23.03.2020	
Inter-se relationship	None	
Shareholding	11,775 Equity Shares	
Other Directorships	Uttam Commercial Limited Centre Stage Creations Private Limited Gladiolus Traders Private Limited	
Committee Memberships, if any with position	Nil	
<b>Name</b>	<b>Mr. Santosh Kumar Poddar</b>	
Date of birth	15.04.1951	
Brief profile covering experience	Mr. Santosh Kumar Poddar, is a qualified Company Secretary and has completed his Degree in Commerce from Calcutta University and a known person in field of Finance & Accounts and general administration. He possesses rich experience of about 40 years especially in finance, banking operations, cost management, accounting and overall administration in corporate sector	
Date of appointment	30.03.2017	
Number of Board Meeting attended during the year	Six	
Inter-se relationship	None	
Shareholding	476 shares	
Other Directorships	<b>Name of Company(ies)</b>	<b>Committee Memberships, if any with position</b>
	Manavta Holdings Limited	● Audit Committee, Member ● Nomination & Remuneration Committee, Member
	Ronson Traders Limited	● Audit Committee, Member ● Nomination & Remuneration Committee, Member ● Stakeholders' Relationship Committee, Member
	Master Exchange & Finance Limited	● Audit Committee, Member ● Nomination & Remuneration Committee, Member
	Nilgiri Plantations Ltd	-
	Cinnatollah Tea Limited	● Audit Committee, Member
	SIL Properties Limited	● Audit Committee, Member Nomination & Remuneration Committee, Member
	Yashovardhan Investment & Trading Company Limited	-
	Pollock Traders Pvt Ltd	-
	La Monde Trading & Investments Private Limited	-
	RTM Investment & Trading Co. Ltd.	● Audit Committee, Member ● Nomination & Remuneration Committee, Member
	Birla Buildings Limited	-
	Shradhanjali Investment & Trading Company Limited	-
	India Educational and Research Institutions Private Limited	-
	Shree Shyam Diagnostics & Research Institute Private Limited	-
	Samaj Electoral Trust Association	-

By Order of the Board of Directors  
For **Ganges Securities Limited**  
Vijaya Agarwala  
**Company Secretary**  
ACS- 38658

Place: Kolkata  
Date: June 24, 2020