

NOTICE

NOTICE is hereby given that the **30th Annual General Meeting (“AGM”)** of members of **Ganga Acrowools Limited** will be held on **Monday, the 30th day of September, 2024 at 02:00 P.M (“IST”)** at the Registered Office of the Company at 249, Industrial Area ‘A’, Ludhiana, to transact the following businesses:

ORDINARY BUSINESS:

1. **ADOPTION OF FINANCIAL STATEMENTS WITH REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the reports of the Board of Directors and Auditors thereon.

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the reports of the Board of Directors and Auditors thereon, as laid before this meeting and circulated to members, be and are hereby considered and adopted”

2. **APPOINTMENT OF DIRECTOR IN PLACE OF DR. RAVINDER VERMA (DIN: 00517907), WHO RETIRES BY ROTATION**

To appoint a director in place of Dr. Ravinder Verma (DIN: 00517907), who retires by rotation and being eligible, offers himself for reappointment.

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Ravinder Verma (DIN:00517907), Managing Director, who retires by rotation at this meeting, be and is hereby reappointed as a Managing Director of the Company on such terms and conditions as approved by the members at the time of his appointment and the approval of his remuneration.”

3. **APPOINTMENT OF DIRECTOR IN PLACE OF MR. DEEPINDER SINGH KALRA, (DIN: 02479687), WHO RETIRES BY ROTATION**

To appoint a director in place of Mr. Deepinder Singh Kalra (DIN: 02479687), who retires by rotation and being eligible, offers himself for reappointment.

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Deepinder Singh Kalra (DIN: 02479687), Whole Time Director, who retires by rotation at this meeting, be and is hereby reappointed as a Whole Time Director of the Company on such terms and conditions as approved by the members at the time of his appointment and the approval of his remuneration.”

SPECIAL BUSINESS:

4. **APPOINTMENT OF DR. JAGDEEP KUMAR GOEL AS INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, Dr. Jagdeep Kumar Goel (DIN- 10398389), who was appointed by the Board of Directors as an Additional Director being an Independent Director of the Company with effect from 23.12.2023 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years upto 22.12.2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the said resolution for and on behalf of the Company.”

5. RATIFICATION OF COST AUDITORS REMUNERATION FOR FINANCIAL YEAR 2024-25

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Act, and Rules framed thereunder, the Company hereby ratified the remuneration of Rs. 1,50,000/- (Rs. One Lakh Fifty Thousand Only) plus taxes as applicable and out-of-pocket expenses, to M/s. Ramanath Iyer & Co., Cost Auditors, appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things as may be necessary to give effect to the said resolution for and on behalf of the Company.”

Registered Office:
Ganga Acrowools Limited
249, Industrial Area-A,
Ludhiana-141003, Punjab

**By order of the Board
For Ganga Acrowools Limited**

**Sd/-
Sumit Jain
Company Secretary
ACS-31774**

**Date: 02.09.2024
Place: Ludhiana**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY. THE BLANK PROXY FORM FOR AGM IS ENCLOSED.
2. A person may act as a proxy on behalf of no more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
3. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other shareholder.
4. A member is entitled to inspect proxies lodged at any time from 24 hours before the meeting commences until its conclusion, provided that the member gives the Company not less than three days' written notice
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
6. Copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M.
7. The Statutory Registers under the Act, shall be produced at the commencement of the meeting and shall remain open and accessible throughout the duration of the meeting.
8. An explanatory statement is annexed to the notice of AGM of the Company as required by section 102 of the Companies Act, 2013, in respect of Special Businesses.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 4

The Board of Directors of the Company in its meeting held on 23.12.2023, based on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Jagdeep Kumar Goel (DIN- 10398389) as an Additional Director being Independent Director of the Company.

Dr. Jagdeep Kumar Goel is an MBBS graduate from Punjab University and has more than 32 years of vast experience as an IRS officer in various capacities in the Income Tax Department from 1989-2022.

The Board has considered that the Company would benefit significantly from his knowledge, experience, and advice. The Company has received the followings from Dr. Jagdeep Kumar Goel:

- (i) Consent in writing to act as Independent Director in Form DIR-2.
- (ii) Intimation in Form DIR- 8 as required by the Companies (Appointment & Qualification of Directors) Rules, 2014, stating that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and
- (iii) Declaration confirming that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, Dr. Jagdeep Kumar Goel fulfils the conditions set out in Section 149 and Schedule IV of the Act.

The resolution seeks the approval of members for the appointment of Dr. Jagdeep Kumar Goel as an Independent Director of the Company for a term of five consecutive years, upto 22.12.2028 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder. He will not be liable to retire by rotation.

Except Dr. Jagdeep Kumar Goel, being appointee, none of the other Promoters, Directors, Key Managerial Personnel and their Relatives are concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the Resolution for approval by the Members.

ITEM NO. 5

Pursuant to the provisions of the Section 148 of the Companies Act, 2013 read with Rules framed there under, the Cost Audit is required to be conducted in respect of the Cost Accounts maintained by the Company.

The Board of Directors of the Company at its meeting dated 05.07.2024 based on the recommendation of the Audit Committee, appointed M/s. Ramanath Iyer & Co., as Cost Auditors of the Company to conduct Cost Audit for financial year ending 31st March, 2025, with the remuneration of Rs. 1,50,000/- (Rs. One Lakh Fifty Thousand Only), plus taxes as applicable and out of pocket expenses. Accordingly, the consent of the members is solicited for the ratification of payment of remuneration to the Cost Auditor for the financial year ending 31st March, 2025.

None of the Promoters, Directors, Key Managerial Personnel, and their Relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution for approval by the Members.

Registered Office:

Ganga Acrowools Limited
249, Industrial Area-A,
Ludhiana-141003, Punjab

Date: 02.09.2024

Place: Ludhiana

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