

August 22, 2023

The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400001

Dear Sir/Madam,

Scrip No.539680

Subject: Notice of the 34th Annual General Meeting of the Company

With reference to the captioned subject, this is to inform you that the 34th Annual General Meeting of the Company for the FY 2022-23 is scheduled to be held on Saturday, September 16, 2023 at 12:30 p.m. at the Registered Office of the Company at Gangatat, Dhanvantri Marg, Gopcharpada, Virar (E), Palghar – 401305

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed Notice of the 34th Annual General Meeting of the Company.

Please take the same on your records and suitably disseminate to all concerned.

Thanking You,

Yours faithfully,

For Ganga Pharmaceuticals Limited

SHARMA
BHARAT B

Digitally signed by
SHARMA BHARAT B
Date: 2023.08.22
15:40:08 +05'30'

Bharat Sharma
Managing Director
DIN: 00077026

Email id: bharat.sharma@gangapharma.in

Encl.: As Above

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th(Thirty Fourth)Annual General Meeting of the Members of **Ganga Pharmaceuticals Limited** (“the Company”) will be held on Saturday, September 16, 2023 at 12.30 p.m.at the registered office of the Company at Gangatat, Dhanvantri Marg, Gopcharpada, Virar (E), Palghar – 401305 to transact the following businesses:

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and

2. Re-appointment of Director

To re-appoint a Director in place of Mrs. Srijna Sharma (DIN: 00078169), who retires by rotation and being eligible, offered herself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Bharat Brijmohan Sharma as Managing Director & Chief Executive Officer (CEO) of the Company.

To consider and if thought fit, to pass the following resolution as Special Resolution;

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), 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), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors at their Meetings held on March 30, 2023, consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Bharat B Sharma(DIN: 00077026) as the Managing Director and Chief Executive Officer (CEO) of the Company and designated as Managing Director and Chief Executive Officer (CEO) for a period of three years with effect from April 01, 2023 to March 31, 2026 on the terms and conditions and remuneration as stated in explanatory statement and the Board of Directors is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to, by the Board of Directors and Mr. Bharat B Sharma, he shall continue to be a Key Managerial Personal pursuant to Section 203 of the Act and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

4. Re-appointment of Mrs. Srijna Sharma as Whole-time Director of the Company.

To consider and if thought fit, to pass the following resolution as Special Resolution;

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), 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), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors at their Meetings held on August 07, 2023, consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mrs. Srijna Sharma (DIN: 00078169) as Whole-time Director of the Company for a period of three years with effect from April 01, 2024 to March 31, 2027 on the terms and conditions and remuneration as stated in explanatory statement and the Board of Directors is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to, by the Board of Directors and Mrs. Srijna Sharma, she shall continue to be a Whole- time Director pursuant to Section 203 of the Act and whose office shall liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

By Order of the Board of Directors of
Ganga Pharmaceuticals Limited

Sd/-
Bharat Sharma
Managing Director
DIN: 00077026

Registered Office:

Gangatat, Dhanvantri Marg, Gopcharpada,
Virar (E), Palghar – 401305

Place: Virar

Dated: August 07, 2023

NOTES – FORMING PART OF THE NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING. IN THIS NOTICE, THE TERMS MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
2. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written Notice is given to the Company.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), in respect of the businesses mentioned under Item number 3 and 4 of the Notice dated August 07, 2023 is appended hereto.
4. Details of the Directors seeking appointment/re-appointment in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable are annexed to this Notice.
5. In terms of section 101 and 136 of the Act, read together with the rules made there under, the listed Companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those Members, who have registered their e-mail addresses with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e-mail addresses, physical copies are sent in the permitted mode. Members may note that Annual Report 2022-23 and Notice along with proxy form and attendance slip will also be available on the Company’s website at www.ayurvedganga.com., website of the Stock Exchanges i.e., BSE Ltd. at www.bseindia.com. and on the website of CDSL at www.evotingindia.com.
6. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participants, where shares are held in demat mode.
7. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to mmimani@csrma.in. with a copy marked to ayurvedganga@gmail.com;
8. Institutional investors, who are members of the Company are encouraged to attend and vote at the Thirty Fourth AGM of the Company.

9. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 10, 2023 to Saturday, September 16, 2023, (both days inclusive) for the purpose of Annual General Meeting of the Company.
10. All documents referred to in the Notice will also be available for inspection by the Members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.
11. In compliance with the provisions of Section 129(3) of the Act, the Audited Financial Statements include the Standalone Financial Statements of the Company as defined in the Act for consideration and adoption by the Members of the Company.
12. 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.
13. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Gangat, Dhanvantri Marg, Gopcharpada, Virar (E), Palghar-401305, which are open for inspection by members in terms of the applicable provisions of the Act, from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays: i) Register of Contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting. ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.

14. The Members are requested to:

- (a) Intimate change in their registered address, if any, to KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana, 500032 or einward.ris@kfinetech.com/vastala@kfinetech.com. in respect of their holdings in physical form.
 - b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - c) Non-Resident Indian Members are requested to inform KFin Technologies Limited immediately of the change in residential status on return to India for permanent settlement
15. Please note that in accordance with the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from KFin Technologies Limited and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialised mode should file their nomination with their Depository Participant (DP).
 16. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
 17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.

18. The instructions for shareholders voting electronically are as under:

- (i) The remote e-Voting period begins on Wednesday September 13, 2023 (9.00 a.m.) and ends on Friday, September 15, 2023 (5.00 p.m.). The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Saturday, September 09, 2023 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 Saturday, September 09, 2023.

If a person was a member as on the date of dispatch of the notice but has ceased to be a member as on the cut-off date i.e., Saturday, September 09, 2023, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose.

- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to aforementioned SEBI Circular, login method for e-Voting for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. 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 URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/ NSDL/ KARVY (KFIN), so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.

Important note: Shareholders 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., CDSL and NSDL.

Login type	Helpdesk details
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 022- 23058738 and 022-22-23058542/43 or contact at toll free No 1800225533
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 helpdesk.evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ayurvedganga@gmail.com(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. PROCESSES FOR THOSE SHAREHOLDERS WHO’S EMAIL ADDRESSES/MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
- (ii) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), 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) +Update Email ID/Mobile Number to Company/RTA email id.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

- 20. Mr. Manoj Mimani, Partner R M Mimani & Associates LLP, Practicing Company Secretary (Membership No. ACS 17083 and Certificate of Practice No. 11601) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at AGM, in a fair and transparent manner and he has communicated willingness to be appointed and shall be available for the same purpose.
- 21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer’s Report shall be submitted to the Stock Exchange i.e., BSE Limited within two working days of conclusion of the AGM by the Company.
- 22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal.

23. Route map for the directions to venue of the meeting is attached.

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NUMBERS 3 OF THE ACCOMPANYING NOTICE DATED AUGUST 07, 2023

Item No.3

Mr. Bharat B. Sharma (DIN: 00077026) was appointed as Managing Director of the Company for a period from April 01, 2018 to March 31, 2023, vide resolution passed by Members at the 30th Annual General Meeting of the Company held on August 26, 2019. His current term of appointment as the Managing Director of the Company was ended on March 31, 2023.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on March 30, 2023 has approved the re-appointment of Mr. Bharat B Sharma as the Managing Director of the Company for a further period of three (3) years from April 01, 2023 to March 31, 2026, subject to the approval of the Members of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Bharat B Sharma should be available to the Company for a further period of three (3) years.

The approval of the Members is being sought for the re-appointment of Mr. Bharat B Sharma as the Managing Director, terms & conditions of re-appointment and the remuneration payable to him as detailed below;

- **Period of Appointment:** For a period of three (03) years from April 01, 2023 to March 31, 2026.
- **Salary including allowances and Incentives (Excluding Perquisites):** Not exceeding Rs. 2,160,000 Lakhs per annum (Upper limit for his entire tenure of three years).
- **Perquisites and allowances :** In addition to the consolidated salary, Mr. Bharat Sharma shall also be entitled to the perquisites and allowances like conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, use of company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard).
- No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- **Minimum Remuneration:** Notwithstanding anything herein above stated, where in any financial year during the tenure of Mr. Bharat B Sharma, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government, if any, if so required, shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act.

Based on the recommendation of the Nomination & Remuneration Committee, the terms and conditions as approved by the Board of Directors at its Meeting held on March 30, 2023 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Managing Director.

A copy of all the documents as stated in the notice of AGM is available for inspection by the Members at the Registered Office/ Corporate Office of the Company during the office hours on all working days other than on Saturdays and Sundays till last date for voting.

A brief profile of Mr. Bharat B Sharma is given below:

Mr. Bharat B Sharma (aged 59 years) was initially appointed as a Director of the Company with effect from September 11, 1989. He was appointed as the Managing Director and CEO of the Company from April 01, 2018 to March 31, 2023.

Mr. Bharat B Sharma, who is well versed in understanding products as well as market and is equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality.

The Board of Directors recommends the Special Resolution as set out at item no.3 of Notice for approval by the Members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Bharat B Sharma is concerned or interested financially or otherwise in the resolution set forth in Item No.1.

Item No. 4

Mrs. Srijna Sharma (DIN: 00078169) was appointed as Whole-time Director of the Company for a period from April 01, 2019 to March 31, 2024, vide resolution passed by Members at the 30th Annual General Meeting of the Company held on August 26, 2019. Her current term of appointment as the Whole-time Director of the Company will expire on March 31, 2024.

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Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on August 07, 2023 has approved the re-appointment of Mrs. Srijna Sharma as the Whole-time Director of the Company for a further period of three (3) years from April 01, 2024 to March 31, 2027, subject to the approval of the Members of the Company.

Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Srijna Sharma should be available to the Company for a further period of three (3) years.

The approval of the Members is being sought for the re-appointment of Mrs. Srijna Sharma as the Whole-time Director, terms & conditions of re-appointment and the remuneration payable to him as detailed below;

- **Period of Appointment:** For a period of three (03) years from April 01, 2024 to March 31, 2027.
- **Salary including allowances and Incentives (Excluding Perquisites):** Not exceeding Rs. 1,800,000 Lakhs per annum (Upper limit for his entire tenure of three years).
- **Perquisites and allowances :** In addition to the consolidated salary, Mrs. Srijna Sharma shall also be entitled to the perquisites and allowances like conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, use of company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard).
- No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- **Minimum Remuneration:** Notwithstanding anything herein above stated, where in any financial year during the tenure of Mrs. Srijna Sharma, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government, if any, if so required, shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act.

Based on the recommendation of the Nomination & Remuneration Committee, the terms and conditions as approved by the Board of Directors at its Meeting held on August 07, 2023 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Whole-time Director.

A copy of all the documents as stated in the notice of AGM is available for inspection by the Members at the Registered Office/ Corporate Office of the Company during the office hours on all working days other than on Saturdays and Sundays till last date for voting.

A brief profile of Mrs. Srijna Sharma is given below:

Mrs. Srijna Sharma (aged 58 years) was initially appointed as a Director of the Company with effect from April 01, 2012. She is appointed as the Whole-time Director of the Company from April 01, 2019 to March 31, 2024.

Mrs. Srijna Sharma, who is well versed in understanding products as well as market and is equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality.

The Board of Directors recommends the Special Resolution as set out at item no.4 of Notice for approval by the Members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Bharat Sharma and Mrs. Srijna Sharma and their relative are concerned or interested financially or otherwise in the resolution set forth in Item No.4

On behalf of the Board of Directors of
For Ganga Pharmaceuticals Limited

Sd/-

Bharat Sharma
Managing Director
DIN: 00077026

Place: Virar

Dated: August 07, 2023

Ganga Pharmaceuticals Limited

Details of Directors seeking appointment and re-appointment in pursuance of the Companies Act, 2013 and the SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings, as applicable.

Name of the Director	Mrs. Srijna Sharma	Mr. Bharat Sharma
DIN	00078169	00077026
Date of Birth	18-11-1965	26-01-1964
Age	58	59
Designation/Category of Director	Whole Time Director, liable to retire by rotation	Managing Director & CEO
Date of the first appointment on the Board	01-04-2012	11-09-1989
Qualification	M. Sc	B.Pharma
Brief Profile, Experience, and Expertise in specific functional areas	More than 24 years' experience in business and industry	More than 35 years' experience in business and industry
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Bharat Sharma- Spouse, Anagh Sharma - Son	Srijna Sharma-Spouse Anagh Sharma - Son
Shareholding in the Company including shareholding as a beneficial owner	241,905	17,67,285
Terms and Conditions of appointment/ reappointment	Not applicable	Not applicable
Details of Remuneration sought to be paid	Not applicable	Not applicable
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	Not applicable