



# Garware Polyester Limited

## ANNUAL REPORT 2016-17





**CORPORATE INFORMATION****BOARD OF DIRECTORS**

S. B. Garware – Chairman & Managing Director

S. S. Garware (Mrs.)  
(Resigned w.e.f. 10<sup>th</sup> August, 2017)

Monika Garware Modi (Mrs.)- Vice Chairperson & Jt. Managing Director

Sarita Garware Ramsay (Mrs.) – Jt. Managing Director

Sonia Garware (Ms.)

N. P. Chapalgaonkar

B. Moradian

M. S. Adsul – Director (Technical)

M. C. Agarwal (Dr.)

Ramesh P. Makhija

T. M. Parikh

Nilesh R. Doshi

**COMPANY SECRETARY & VICE PRESIDENT (LEGAL)**

Nimesh S. Shah

**CHIEF FINANCIAL OFFICER**

Sunil Dalmia

**AUDIT COMMITTEE**

T. M. Parikh – Chairman  
B. Moradian  
M. S. Adsul  
M. C. Agarwal  
Nilesh R. Doshi

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

M. C. Agarwal – Chairman  
Sarita Garware Ramsay  
B. Moradian

**NOMINATION & REMUNERATION COMMITTEE**

M. C. Agarwal – Chairman  
B. Moradian  
T. M. Parikh

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Sarita Garware Ramsay – Chairperson  
B. Moradian  
M. C. Agarwal

**BANKERS**

Indian Overseas Bank  
Dena Bank  
Bank of India  
The Federal Bank Limited.

**AUDITORS**

M/s. Manubhai & Shah, LLP  
Chartered Accountants  
Mumbai

M/s. Kirtane & Pandit, LLP  
Chartered Accountants  
Mumbai

**SOLICITORS & ADVOCATES**

Crawford Bayley & Co.  
Mumbai

**REGISTERED OFFICE**

Naigaon, Post Waluj,  
Aurangabad – 431 133.

**CORPORATE OFFICE**

Garware House,  
50-A, Swami Nityanand Marg,  
Vile Parle (East), Mumbai - 400 057.

**WORKS**

- 1) L-5 & L-6, Chikalthana Industrial Area,  
Dr. Abasaheb Garware Marg,  
Aurangabad – 431 210.
- 2) Naigaon, Post Waluj, Aurangabad – 431 133.
- 3) A-1 & A-2, MIDC, Ambad, Nasik – 422 010.

**OFFICES**

- 1) 204, 2<sup>nd</sup> Floor, DLF Tower B, Near Apollo Hospital  
Jasola, New Delhi – 110 025.
- 2) 37/1B, Hazra Road, Kolkata – 700 029.
- 3) Old No. 37, New No. 55,  
Ambercrest, 4<sup>th</sup> Floor, Pantheon Road Lane  
Egmore, Chennai – 600 008.

**OVERSEAS OFFICE**

- 1) Unit 2-17, The Plaza,  
535, Kings Road, London – SW10 0SZ.
- 2) 101, Lake Forest Blvd.  
Street No. 403, Gaithersburg  
MD, 20887, U.S.A.

**REGISTRARS & TRANSFER AGENTS**

Link Intime India Private Limited, Mumbai

**WEBSITE**

[www.garwarepoly.com](http://www.garwarepoly.com)

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**NOTICE****GARWARE POLYESTER LIMITED**

CIN: L10889MH1957PLC010889

Registered Office: Naigaon, Post Waluj, Aurangabad – 431 133.

Website: www.garwarepoly.com

Email: nimeshshah@garwarepoly.com

Tel. No.: 022 6698 8000.

NOTICE IS HEREBY GIVEN THAT the 60<sup>th</sup> Annual General Meeting of the members of GARWARE POLYESTER LIMITED will be held at the Registered Office of the Company on Wednesday, 27<sup>th</sup> September, 2017 at 11.30 a.m. at Naigaon, Post Waluj, Aurangabad – 431 133 to transact the following businesses:

**Ordinary Business:**

## 1. To consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, with the reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.

## 2. To declare a dividend on Equity Shares.

## 3. To appoint a Director in place of Mrs. Monika Garware Modi (DIN: 00143400), who retires by rotation and being eligible, offers herself for re-appointment.

## 4. To appoint a Director in place of Mr. M. S. Adsul (DIN: 00146752), who retires by rotation and being eligible, offers himself for re-appointment.

## 5. To consider the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee and approval by the Board of Directors, the appointment of M/s. Manubhai & Shah, LLP, Chartered Accountants (Firm Registration Number: 106041W/W100136) be and are hereby ratified as the Statutory Auditors of the Company, to hold office from the conclusion of the 60<sup>th</sup> Annual General Meeting till the conclusion of the 62<sup>nd</sup> Annual General Meeting of the Company, subject to ratification at every subsequent Annual General Meeting at such remuneration plus applicable tax, as may be mutually agreed upon between the Board of Directors of the Company and auditors, plus out of pocket expenses if, any payable to the auditors in connection with the audit work.”

**Special Business:**

## 6. To consider the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number:105215W/W100057) be and are hereby appointed as the Joint Auditors of the Company together with M/s. Manubhai & Shah, Chartered Accountants from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration plus applicable taxes as may be mutually agreed upon between the Board of Directors of the Company and the said M/s. Kirtane & Pandit LLP, plus out of pocket expenses if any, payable to the Auditors in connection with the audit work.”

## 7. To consider the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus out-of-pocket expenses if any, payable to M/s. M. R. Pandit & Co., Cost Accountants (Firm's Registration No. 00268) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31<sup>st</sup> March, 2018.”

## 8. To consider the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and any other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the requisite approval of the Central Government, and in terms of recommendation of the ‘Nomination and Remuneration Committee’ and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the payment of remuneration to Shri S. B. Garware (holding DIN: 00943822), as Managing Director of the Company for the period from 01<sup>st</sup> November, 2017 to 31<sup>st</sup> October, 2019 on such terms and conditions as set out in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER THAT** if in any financial year and during the currency of the tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Shri S. B. Garware the remuneration as specified in the Explanatory Statement to this resolution as and by way of minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to this resolution.”

## 9. To consider the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and any other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the requisite approval of the Central Government, and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the payment of remuneration to Mrs. Monika Garware Modi (holding DIN: 00143400), as a Joint Managing Director of the Company for the period from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> October, 2018 on such terms and conditions as set out in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER THAT** if in any financial year and during the currency of the tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Mrs. Monika Garware Modi the remuneration as specified in the Explanatory Statement to this resolution as and by way of minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to this resolution."

10. To consider the following resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the requisite approval of the Central Government, and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the payment of remuneration to Mrs. Sarita Garware Ramsay (holding DIN: 00136048), as a Joint Managing Director of the Company for the period from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> October, 2018 on such terms and conditions as set out in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER THAT** if in any financial year and during the currency of the tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Mrs. Sarita Garware Ramsay the remuneration as specified in the Explanatory Statement to this resolution as and by way of minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to this resolution".

By Order of the Board of Directors

For **Garware Polyester Limited**

Place: Mumbai  
Date: 10<sup>th</sup> August, 2017

**Nimesh S. Shah**  
Company Secretary &  
Vice President (Legal)

**Registered Office:**

Naigaon, Post Waluj,  
Aurangabad – 431 133.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the 'Meeting') IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ONLY ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the meeting i.e. by 11.30 a.m. on 25<sup>th</sup> September, 2017.

A Proxy Form is attached herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item No. 6 to 10 of the Notice is annexed hereto.
3. Members desiring any information on the business to be transacted at the Meeting are requested to write to the Company at least 15 days in advance to enable the Management to keep the information, as far as possible, ready at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 18<sup>th</sup> September, 2017 to Friday, 22<sup>nd</sup> September, 2017 (both days inclusive).
5. If dividend on Equity Shares, as recommended by the Board, is declared at the AGM, it will be paid on Thursday, 5<sup>th</sup> October, 2017 as under:
  - (i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the beginning of Saturday, 16<sup>th</sup> September, 2017.
  - (ii) To all the Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Saturday, 16<sup>th</sup> September, 2017.
6. **Payment of dividend through electronic means:**
  - (i) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, Link Intime India Pvt. Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
  - (ii) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
7. Members are requested to notify immediately any change in their addresses directly to their Depository Participant in case they hold shares in dematerialized form or to the Company's Registrars & Share Transfer Agents, in case they hold shares in physical form.
8. The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified about the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules). The objective of the IEPF Rules is to help the shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc.



The Company has uploaded the information in respect of the Unclaimed Dividends for the financial years 2009-10, 2010-11 & 2011-12, as on the 59th Annual General Meeting (AGM) held on 21<sup>st</sup> September, 2016 on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in).

Unclaimed dividend for the Financial Years 2009-10, 2010-11 (Interim & Final) and 2011-12 are still lying in the respective unpaid dividend accounts of the Company. Members, who have not encashed the dividend warrants for the said financial years are requested to contact the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited at the address provided in Point No. 15 - XIV below.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of PAN card to the Company for registration of transfer of securities.
11. Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) and Secretarial Standard-2 on the General Meeting with respect to the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
12. A route map showing directions to reach the venue of the 60<sup>th</sup> AGM is given along with this Annual Report as per the requirement of "Secretarial Standard-2" on General Meeting.
13. Electronic copy of the Annual Report for 2016-17 and Notice of the 60<sup>th</sup> Annual General Meeting of the Company *inter-alia* indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 60<sup>th</sup> Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 60<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper, Route Map and the Annual Report for the year 2017 will also be available on the Company's website [www.garwarepoly.com](http://www.garwarepoly.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Aurangabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

For any communication, the shareholders may also send requests to the Company's investor email id: [cs@garwarepoly.com](mailto:cs@garwarepoly.com)

#### 15. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations the Company is pleased to provide members

facility to exercise their right to vote at the 60<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from place other than venue of the AGM ("remote-e-voting") will be provided by **National Securities Depository Limited (NSDL)**.

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 23<sup>rd</sup> September, 2017 (9:00 am) and ends on Tuesday, 26<sup>th</sup> September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 20<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 20<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- V. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VI. The instructions for e-voting are as under:
  - A) In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open e-mail and open PDF file viz; "remote e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - (iii) Click on Shareholder – Login.
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. If you desire, then change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. **Please preserve your new password.** It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
    - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" of Garware Polyester Limited.
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify / change your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [nilesh@ngshah.com](mailto:nilesh@ngshah.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B) Members upon receiving physical copy of an Annual Report are requested to note down the following from attached e-voting form:
- (i) Initial password is provided in the attached e-voting form.
- (a) **EVEN** (Remote E-Voting Event Number)
- (b) **USER ID**
- (c) **PASSWORD/ PIN**
- (ii) Please follow all steps from Sl. No. 15 (VI)(A)(I) to (XII) above, to cast your vote.
- VII 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
- VIII If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- IX You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Wednesday, 20<sup>th</sup> September, 2017.
- XI Mr. Nilesh G. Shah, Practicing Company Secretary (Membership No. FCS-4554, CP No. 2631), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XII The Scrutinizer shall after the conclusion of voting at an AGM, 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 will make, not later than 48 hours of the conclusion of an AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to a person authorised by him

in writing, who shall counter sign the Scrutinizer's Report and shall declare the result forthwith.

XIII The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.garwarepoly.com](http://www.garwarepoly.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the BSE Listing Portal.

XIV Members holding shares in physical form are requested to forward all applications for transfer and all other shares related correspondence, including intimation for change of address, if any, to the Registrars and Share Transfer Agents of the Company at the following address:

**LINK INTIME INDIA PRIVATE LIMITED**

(Unit : Garware Polyester Limited)

C-13, C 101, 247 Park, L. B. S. Marg,  
Vikhroli West, Mumbai - 400 083.

Tel. No. 022- 491 86000 Fax : 022-49186060.

**16. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this annual report. Members holding shares in physical form are requested to submit the filled in form to the Company or Link Intime India Pvt. Ltd. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

By Order of the Board of Directors  
For **Garware Polyester Limited**

Place: Mumbai  
Date: 10<sup>th</sup> August, 2017

**Nimesh S. Shah**  
Company Secretary &  
Vice President (Legal)

**Registered Office:**  
Naigaon, Post Waluj,  
Aurangabad – 431 133.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF  
THE COMPANIES ACT, 2013.**
**Item No. 6:**

In view of the substantial increase in activities of the Company, the Board of Directors consider that it is necessary to recommend re-appointment of M/s. Kirtane & Pandit, LLP, Chartered Accountants as Joint Auditor to hold the office along with the existing Statutory Auditors of the Company. M/s. Kirtane & Pandit, LLP, Chartered Accountants were appointed as Joint Auditor at the 59<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2016.

The Company has received a special notice under Section 115 of the Companies Act, 2013 from the members proposing the name of M/s. Kirtane & Pandit, LLP, Chartered Accountants as Joint Auditors of the Company, who have conveyed their eligibility and willingness for such re-appointment.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way concerned or interested, in the said resolution as set out at the Item No. 6 of the Notice for approval by the members.

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

**Item No. 7:**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M. R. Pandit & Co., Cost Accountants, to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2018.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Board of Directors and subsequently ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are in anyway concerned or interested, in the said resolution as set out at the Item No. 7 of the Notice for approval by the members.

The Board recommends this Ordinary Resolution as set out at Item No. 7 of the accompanying Notice for approval by the members.

**Item No. 8:**

Shri S. B. Garware was re-appointed as Chairman & Managing Director of the Company by the members at their 57<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> September, 2014 for a period of five years with effect from 1<sup>st</sup> November, 2014 and the terms of his remuneration were also approved by the members at the said Annual General Meeting.

The Central Government vide their letter dated 04<sup>th</sup> August, 2015 has approved his re-appointment for a period of five years with effect from 01<sup>st</sup> November, 2014 to 31<sup>st</sup> October, 2019 and payment of remuneration

was approved only for the period of three years with effect from 1<sup>st</sup> November, 2014 to 31<sup>st</sup> October, 2017.

Hence, this enabling resolution is being passed for approval of payment of remuneration to him for remaining period of his office i.e. the period from 1<sup>st</sup> November, 2017 to 31<sup>st</sup> October, 2019. The resolution which is being proposed for shareholder's approval is only for compliance and is for the same amount of payment of remuneration which was earlier approved by shareholders at 57<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2014.

The Board of Directors at their meeting held on, 10<sup>th</sup> August, 2017 based on the recommendations of the Nomination and Remuneration Committee at their meeting held on 10<sup>th</sup> August, 2017, approved the payment of remuneration to Shri S. B. Garware, in accordance with the provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

A brief profile along with other details of Shri S. B. Garware in compliance with Schedule V of the Companies Act, 2013 are provided below:

<b>Name of the Director</b>	:	Shri S. B. Garware
<b>Director Identification Number</b>	:	00943822
<b>Date of Birth and Age</b>	:	05.11.1934 - 83 years
<b>Date of joining the Board</b>	:	06.06.1957

**Profile of the Director**

He is associated with the Garware Group since 1951. He completed his Senior Business Management Course at the University of Edinburgh. Under his stewardship, the Company has earned several accolades in the polyester film business for unique and innovative products to match the ever-growing demands of the industry. Under his able guidance, with his discerning and dynamic leadership skills, the Company is poised for rapid and voluminous growth.

With the experience of more than 63 years in the industry, he has mastered the technology and all branches of science of industrial arts and has acquired expertise in the new techniques of process industry and production. Focusing on relevant technology to meet specific needs of customers, the Company has produced highly innovative products. His major achievements in Polyester Film includes Sun Control Film application, Holography Mat Opaque, High Shrink and Low Oligomer Film for environment friendly refrigerant, Super Clear Polyester Films for LCD, etc. He has obtained a patent in the United States for the U.V. Stabilised Polyester Film. The film is used on windows of automobiles and buildings, which saves energy upto 30% on air conditioning and also filters the harmful U.V. radiations.

He has been able to develop a strong management team who work on formulation of strategy, expansion plan and other management policies under his able guidance. With his untiring efforts, focused attention and diligent work, he has been able to remain in touch with the management team on day to day basis.