

## **GARWARE INDUSTRIEES LIMITED**

### **NOTICE**

#### **GARWARE INDUSTRIEES LIMITED**

**CIN: (U74999MH2012PLC235072)**

**Registered Office : GARWARE HOUSE, 50 - A,  
SWAMI NITYANAND MARG, VILE PARLE (EAST), MUMBAI - 400 057.**

**Website: [www.garwareindustriees.com](http://www.garwareindustriees.com)**

**Email: [m\\_wagh@garwarepoly.com](mailto:m_wagh@garwarepoly.com)**

**Tel. No.: 022 6698 8000,**

**NOTICE IS HEREBY GIVEN THAT 5<sup>th</sup> Annual General Meeting of the Members of GARWARE INDUSTRIEES LIMITED will be held at the Registered Office of the Company on Wednesday, the 28<sup>th</sup> June 2017 at 11.00 a.m. at Garware House, 50 - A, Swami Nityanand Marg, Vile Parle (East), Mumbai - 400 057 to transact the following business:**

#### **Ordinary Business:**

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2017 and the Profit & Loss Account for the year ended on that date together with the Report of the Directors and the Auditors thereon.
- (2) To Confirm the payment of Interim dividend on equity shares for the year 2016-17 and to declare final Dividend on equity shares for the year 2016-17.
- (3) To appoint a Director in place of Mrs. Monika Garware Modi (holding DIN 00143400), who retires by rotation and being eligible, offers herself for re-appointment.
- (4) To appoint a Director in place of Ms. Sonia Garware (holding DIN 00135995), who retires by rotation and being eligible, offers herself 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 Companies (Audit and Auditors) Rules, 2014 and pursuant to the approval by Board of Directors the appointment of M/s. Manubhai & Shah, Chartered Accountants (Firm Registration Number 106041W) be and are hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of 5<sup>th</sup> Annual General Meeting till

the conclusion of the 7<sup>th</sup> Annual General Meeting of the Company , subject to ratification at every subsequent Annual General Meeting at such remuneration plus service tax, as may be mutually agreed upon between the Board of Directors of the Company and auditors, plus travelling and out of pocket expenses actually incurred by the auditors in connection with the audit work”.

**Special Business:**

- (6) To consider the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1,20,000 (Rupees One Lakh Twenty Thousand) plus out of pocket expenses payable to M/s. M. R. Pandit & Co., Cost Accountants, Partnership ( Firm Regn. No. 00268), who have been appointed by the Board of Directors of the Company as Cost Auditors of the Company, to conduct the audit of the Cost records of the Company, for the Financial Year ending March 31, 2018.”

- (7) To consider the following resolution as an **Special Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 33 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, consents, permissions and or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the part exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors



Company Secretary

Mumbai, 25<sup>th</sup> May 2017

Registered Office:

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

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
3. Members desiring any information on the business to be transacted at the Meeting are requested to write to the Company at least ten 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 Share Transfer Books of the Company will remain Closed from Wednesday 21<sup>st</sup> June 2017 to Saturday 24<sup>th</sup> June 2017( both days inclusive) for the purpose of determining the eligibility of shareholders entitled for payment of dividend ,if any.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item No. 6 & 7 of the Notice is annexed hereto.**

**Item No.6 –**

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 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is to be 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 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 this Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the members.

**Item No.7 –**

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Section of the Companies Act, 1956. Some of the regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, many clauses of the existing Articles of the Company require alteration and/or deletion. It is considered expedient to wholly or partly replace the existing clauses of Articles by a new set of Articles as may be required.

The proposed new draft of Articles of Association is being uploaded on the company's website for perusal by the shareholders.

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. 7 of the Notice for approval by the members.

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

**By order of the Board of Directors**



**Company Secretary**

Mumbai, 25<sup>th</sup> May 2017

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