

GHATGE PATIL INDUSTRIES LIMITED

CIN: U31103PN1960PLC011738

Reg. Office: Uchagaon, Kolhapur - 416 005

Tel: +91 231 2608000 | Fax: +91 231 2608080 | E mail: corporate@gpi.co.in | Website: www.gpi.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY EIGHTH ANNUAL GENERAL MEETING OF the members of GHATGE PATIL INDUSTRIES LIMITED, will be held on Saturday, the September 29, 2018 at 11.00 A.M. at the Registered Office of the Company at Uchagaon, Kolhapur 416 005, to transact the following Business :-

ORDINARY BUSINESS

1. Adoption of Financial Statements :

To receive, consider and adopt:

(a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and

(b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. L. F. Gilardo (DIN 00220680) who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESS

3. Payment of Remuneration to the Cost Auditor for the financial year 2018-19.

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(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the remuneration of R 1,75,000/- ((Rupees One Lacs Seventy Five Thousand only) plus GST, out-of- pocket, travelling and living expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board payable to M/s A G Anikhindi & Co., Cost Accountants (Firm Registration No. 100049) as Cost Auditors to conduct the Audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the Financial Year ending March 31, 2019, be and is hereby ratified and confirmed."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution

4. Appointment of Mr. Alok Kumar Saxena as an Independent Director of the Company

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Alok Kumar Saxena (DIN: 07795586), who was appointed as an Additional Director of the Company with effect from June 30, 2018 under Section 161 of the Act, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years w.e.f. September 29, 2018."

5. To consider on re-appointment of Mr. Aditya Patil, Whole Time Director-Operations

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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Mr. Aditya Patil (DIN: 06627558) as a Whole-time Director-Operations, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from September 28,

2018 on the terms and conditions including remuneration as set out in the statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

"RESOLVED FURTHER that during such time as Mr. Aditya Patil holds and continues to hold the office of Whole Time Director- Operations, he shall not be liable to retirement by rotation as a Director."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

6. To consider on the revision of terms and conditions of appointment of Mrs. Megha Patil, Whole Time 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and as recommended by the nomination and remuneration committee and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on September 30, 2015, consent of the Company be and is hereby accorded to the revision in the remuneration of Mrs. Megha Patil, (DIN: 00683225), as Whole Time Director of the Company, w.e.f. September 01, 2018 based on the terms and conditions as set out in the explanatory statement annexed to the notice, for the remaining period of her tenure i.e. up to June 30, 2020.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Megha Patil, Whole Time Director including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by the Companies Act, 2013.

"RESOLVED FURTHER that any one of the Directors of the Company be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

BY THE ORDER OF THE BOARD

Sd/-

**PRAMOD PATIL
COMPANY SECRETARY**

**Kolhapur
August 29, 2018**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :-

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. (3) to (6) of the accompanying Notice:

Item Nos. 3:

The Board of the Directors of the Company has approved the appointment & remuneration of M/s A G Anikhindi & Co., Kolhapur as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of R 175,000/- ((Rupees One Lacs Seventy Five Thousand Rupees) exclusive of reimbursement of GST and all out of pocket expenses incurred, if any, in connection with the cost audit.

In accordance to the provision of Section 148(3) of the Company Act, 2013 read with Rules 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment and the remuneration of the cost auditor is required to be ratified by the members at the general meeting

None of the Directors, Key managerial Personnel of the Company and their relatives are any way concerned or interested in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at item No. 3 of notice for approval of the members.

Item Nos. 4:

The Board of Directors of the Company at its Meeting held on June 30, 2018 has appointed Mr. Alok Kumar Saxena as an Additional Director of the Company in terms of Provisions of Companies Act, 2013.As per Section 161 of the Companies Act, 2013 Mr. Alok Kumar Saxena can hold office upto the date of ensuing Annual General

Meeting and is eligible for being appointed as an Director. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Alok Kumar Saxena for the office of Director of the Company. Alok Kumar Saxena is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr Alok Kumar Saxena(DIN: 07795586), be appointed as an Independent Director on the Board of the Company. The appointment of Alok Kumar Saxena, shall be effective upon approval by the members in the Meeting. The Company has received a declaration from Alok Kumar Saxena that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Alok Kumar Saxena fulfils the conditions for his appointment as an Independent Director as specified in the Act and is having vast and rich experience in Purchase, Supply Chain, Quality Assurance and Business Process Engineering. Alok Kumar Saxena is independent of the management and possesses appropriate skills, experience and knowledge.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Alok Kumar Saxena, are concerned or interested (financially or otherwise) in this Resolution.

The Board of Directors recommends the Ordinary Resolution set out at item No. 4 of notice for approval of the members.

Item Nos.5:

The Board of Directors of the Company ("the Board") at its meeting held on August 29, 2018 has, subject to approval of members, re-appointed Mr Aditya Patil (DIN: 06627558) as a Whole-time Director –Operations, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, that is from September 28, 2018 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Brief Profile:

Mr. Aditya Patil, aged about 29 years holds a degree of Diploma in Automobile Engineering from the Maharashtra State Board of Technical Education. He is currently responsible for day to day business operations of our Company and having rich and vast experience in management functions.

Last Remuneration drawn:

Up to September 28, 2018, Mr. Aditya Patil was paid the salary of ₹ 1,00,000/- per month and perquisites at the same rate as proposed now

Relationship with other Directors:

Mr. Aditya Patil, Whole Time Director-Operations of the Company is son of Mr. Kiran Patil, Chairman & Managing Director and Mrs. Megha Patil, Whole Time Director of the Company.

Share holding in the company: Mr. Aditya Patil holds 11,790 equity shares of ₹ 10/- each in the Company.

Number of Meetings of the Board attended during the year: During the FY 2017-18 he has attended three meetings of the board

Directorship in other companies: Mr. Aditya Patil hold directorship in Indus Ferro-Tech Limited, Dyna Flow Technologies India Pvt Ltd, Omni Valve Private Limited, Patil Atlantic Force Sunum Limited and SML Minerals Pvt Ltd.

The terms of remuneration of the Whole Time Director-Operations are as under:

- a) **Salary:** ₹ 3,50,000/- per month
- b) **Perquisites:** In addition to salary, perquisites as detailed below in Category A, B & C.
- c) **Commission:** The commission subject to the limits under the Companies Act, 2013 and as per approval by the Board of Directors will be paid annually.

PERQUISITES.

CATEGORY-A

- i) **Housing:** A suitable furnished House or House Rent Allowance in lieu thereof subject to a ceiling of 60% of the salary over and above 10% of the salary to be borne by the Whole Time Director.

- ii) **Medical Reimbursement** : Medical expenses including hospitalization and premium for medical insurance incurred by Mr. Aditya Patil for self and family subject to a ceiling of one months' salary in a year or 3 months' salary for a period of 3 years
- iii) **Leave Travel Concession**: One months' salary for self and family once in a year.
- iv) **Club Fees** : Membership of Clubs
- v) **Personal Accident Insurance**: The expenditure on payment of premium shall be subject to a ceiling of R 15, 000/- per annum.

(For the purpose of Category-A, 'Family' means father and mother of the Whole Time Director-Operations).

CATEGORY-B

- i) **Contribution to Provident Fund**: The contribution to the Provident Fund will be contributed according to the provisions of Income Tax Act, 1961 and Income Tax Rules, 1962.
- ii) **Gratuity**: 15 Days' salary for each completed year of service.

CATEGORY-C

- i) **Use of Car** : A Car for use of the Whole Time Director-Operations on Company's business and limited personal use. Amount worked out under valuation of perks provisions of Income Tax Act & Rules shall be deducted if the car is provided for personal use.
- ii) **Telephone at residence**: The Company will provide a telephone at the residence. Long distance personal calls are billed by the Company

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any year during the currency of tenure of the Whole Time Director-Operations, the payment of salary, perquisites and other allowances, will be paid as per the provisions of Schedule V to the Companies Act, 2013.

The aggregate of the total consolidated salary, commission, perquisites and contribution towards Provident Fund payable to Managing Director/Whole Time Directors all of them together shall not exceed 10% of the net profits of the Company calculated in accordance with Section 197 of the Companies Act, 2013.

The Agreement between the Company and the Whole Time Director-Operations is available for inspection by the members at the company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's upto the date of Annual General Meeting.

No Director, Key Managerial personnel or their relatives, except Mr. Kiran Patil, Chairman & Managing Director, Mrs. Megha Patil, Whole Time Director and Mr. Aditya Patil, Whole Time Director-Operations and their relatives (to the extent of their shareholding interest in the Company) are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members as an ordinary resolution.

Item Nos.6:

At the Annual General Meeting of the Company held on September 30, 2015, the Members has approved the appointment and terms of remuneration of Mrs. Megha Patil as Whole Time Director (WTD) for a period of five years w.e.f July 01, 2015 to June 30, 2020.

The Company, during the year, has achieved remarkable growth and is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad.

Since there has been a considerable increase in the duties and responsibilities performed by the Whole Time Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their

meeting held on August 29, 2018, on the recommendations made by the nomination and remuneration committee, has approved the proposal to increase the salary of Mrs. Megha Patil, Whole Time Director from the present in the scale of ₹ 1,25,000-10,000-1,65,000 /- per month to ₹ 2,50,000/- per month w.e.f. September 01, 2018 for the remaining period of his tenure i.e., up to June 30, 2020.

Brief Profile:

Mrs. Megha Patil, aged about 54 years holds a degree of Bachelor of Science. She is looking after day today operational, administration and HR Related matters since a decade and having rich and vast experience in management functions.

Last Remuneration drawn:

Up to August 31, 2018 Mrs. Megha Patil was paid the salary of ₹ 1,25,000/- per month and perquisites at the same rate as proposed now

Relationship with other Directors:

Mr. Kiran Patil, Chairman & Managing Director of the Company is husband of Mrs. Megha Patil and Mr. Aditya Patil, Whole Time Director-Operations is son of Mrs. Megha Patil.

Share holding in the company: Mrs. Megha Patil holds 21,000 equity shares of ₹ 10/- each in the Company.

Number of Meetings of the Board attended during the year: During the FY 2017-18 she has attended four meetings of the board

Directorship in other companies: Mrs. Megha Patil hold directorship in Indus Ferro-Tech Limited

The terms of remuneration of the Whole Time Director are as under:

- a) **Salary:** ₹ 2,50,000/- per month
- b) **Perquisites:** In addition to salary, perquisites as detailed below in Category A, B & C.
- c) **Commission:** The commission subject to the limits under the Companies Act, 2013 and as per approval by the Board of Directors will be paid annually.

PERQUISITES.

CATEGORY-A

- i) **Housing:** A suitable furnished House or House Rent Allowance in lieu thereof subject to a ceiling of 60% of the salary over and above 10% of the salary to be borne by the Whole Time Director.
- ii) **Medical Reimbursement :** Medical expenses including hospitalization and premium for medical insurance incurred by Mrs. Megha Patil for self and family subject to a ceiling of one months' salary in a year or 3 months' salary for a period of 3 years
- iii) **Leave Travel Concession:** One months' salary for self and family once in a year.
- iv) **Club Fees :** Membership of Clubs
- v) **Personal Accident Insurance:** The expenditure on payment of premium shall be subject to a ceiling of ₹ 15,000/- per annum.

(For the purpose of Category-A, 'Family' means the husband, the dependent children and dependent parents of the Whole Time Director).

CATEGORY-B

- i) **Contribution to Provident Fund:** The contribution to the Provident Fund will be contributed according to the provisions of Income Tax Act, 1961 and Income Tax Rules, 1962.
- ii) **Gratuity:** 15 Days' salary for each completed year of service.

CATEGORY-C

- i) **Use of Car** : A Car for use of the Whole Time Director on Company's business and limited personal use. Amount worked out under valuation of perks provisions of Income Tax Act & Rules shall be deducted if the car is provided for personal use.
- ii) **Telephone at residence**: The Company will provide a telephone at the residence. Long distance personal calls are billed by the Company

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any year during the currency of tenure of the Whole Time Director, the payment of salary, perquisites and other allowances, will be paid as per the provisions of Schedule V to the Companies Act, 2013.

The aggregate of the total consolidated salary, commission, perquisites and contribution towards Provident Fund payable to Managing Director/Whole Time Directors all of them together shall not exceed 10% of the net profits of the Company calculated in accordance with Section 197 of the Companies Act, 2013.

The Agreement between the Company and the Whole Time Director is available for inspection by the members at the company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's upto the date of Annual General Meeting.

No Director, Key Managerial personnel or their relatives, except Mr. Kiran Patil, Chairman & Managing Director, Mrs. Megha Patil, Whole Time Director or Mr. Aditya Patil, Whole Time Director-Operations and their relatives (to the extent of their shareholding interest in the Company) are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members as an ordinary resolution.

BY THE ORDER OF THE BOARD,

Sd/-

**PRAMOD PATIL
COMPANY SECRETARY**

**Kolhapur
August 29, 2018**

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. (3) to (6) of the Notice, is annexed hereto
2. A member entitled to attend and vote is at liberty to appoint a proxy to attend and vote in his/her place and proxy need not be a member.
3. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company
4. Members may avail nomination facility as provided under Section 72 of the Companies Act,2013.
5. As per the records of the Company some shareholders have not yet surrendered the Share Certificates of R 100/- each of the Company and collected new Share Certificates of R 10/- each in lieu of the same. Such members are requested to surrender to the Company the Share Certificates of R 100/- each. On receipt of which Company shall send the certificates of R 10/- each of the same holding.
6. The Company has made available the facility of de-materialization of shares of the Company. Dematerialization of shares will facilitate easy and convenient holding of shares, immediate, hassle free and safe transfer of shares, no stamp duty on transfer of shares, reduced transaction cost etc. Thus, members holding shares in physical form are requested to make use of the facility for their convenience and safety.
7. The relevant records and documents connected with the businesses set out in the notice are available for inspection at the Registered Office of the Company between 12.00 noon and 3.00 p.m. on all working days up to the day of the AGM.

GHATGE PATIL INDUSTRIES LIMITED
UCHAGAON, KOLHAPUR - 416 005

Form No. MGT-11
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: **U31103PN1960PLC011738**

NAME OF THE COMPANY: **GHATGE PATIL INDUSTRIES LIMITED**

REGISTERED OFFICE: **UCHAGAON, KOLHAPUR - 416 005**

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. /Client Id

DP. Id:

I/We, being the Member (S) of _____ share of the above named Company, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him

2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him

3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company, to be held on Saturday, the September 29, 2018 at 11.00 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NOS:

1. (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
(b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. L. F. Gilardo (DIN 00220680) who retires by rotation and being eligible offer himself for re-appointment.
3. Payment of Remuneration to the Cost Auditor for the Financial Year 2018-19
4. Appointment of Mr. Alok Kumar Saxena as an Independent Director of the Company
5. To consider on re-appointment of Mr. Aditya Patil, Whole Time Director-Operations.
6. To consider on the revision terms and conditions of appointment of Mrs. Megha Patil, Whole Time Director

Signed this ____ day of _____

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix a

Re. 1
Revenue
Stamp

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Proxy Forms must be signed across the Revenue Stamp by the Shareholder and must tally with the signature appearing in the Register with the Company.
3. Proxy holder need not be a member.

ROUTE MAP TO THE VENUE OF AGM

