

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 SIXTY FIRST ANNUAL GENERAL MEETING of the members of GHATGE PATIL INDUSTRIES LIMITED, will be held on Thursday, the September 30, 2021 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, 2021, 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, 2021, together with the Report of the Auditors thereon.

2. To appoint a Director in place of AVM Sunil Jayant Nanodkar (Retd) (DIN08636110), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. Payment of Remuneration to the Cost Auditor for the Financial Year 2021-22.

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 ₹1,80,000/- (Rupees One Lac Eighty 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 be 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, 2022, 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. Acceptance of Secured/Unsecured Deposits by the Company from its Members and from Public:

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 73, 76 of the Companies Act, 2013 (Act) read with the Companies (Acceptance of deposit) Rules 2014, and other applicable provisions, if any, of the Companies Act, 2013 and subject to such conditions, approvals, permissions, as may be necessary the consent of the members be and is hereby accorded to the board of directors of the Company to invite/accept/renew deposits (secured or unsecured) from its members and/or from public up to the permissible limits prescribed under applicable provisions of the Act and the rules framed thereunder”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors be and are hereby authorized to do all such acts, matters and things that may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto”

BY THE ORDER OF THE BOARD

**Kolhapur
September 02, 2021**

**Sd/-
PRAMOD PATIL
COMPANY SECRETARY**

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 3 to 4 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 ₹100/- each of the Company and collected new Share Certificates of ₹ 10/- each in lieu of the same. Such members are requested to surrender to the Company the Share Certificates of ₹ 100/- each. On receipt of which Company shall send the certificates of ₹ 10/- each of the same holding.
6. The Company has made available the facility of de-materialization of shares of the Company. Thus, members holding shares in physical form are requested to make use of the facility for their convenience and safety. As per Companies (Prospectus and allotment of securities) Third Amendment Rules, 2018, (i) every holder of securities of an unlisted public company who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialised before the transfer; or (ii) Who subscribes to any securities of an unlisted public company (Whether by way of private placement or bonus shares or rights offer) on or after 2nd October, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription. ISIN No. of the Company is INE206T01015.
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.

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 (4) 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 2021-22 at a remuneration of ₹1,80,000/- (Rupees One Lac Eighty Thousand Only) 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. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key managerial Personnel of the Company and their relatives is 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:

Pursuant to the provisions of the section 73, 76 of the Companies Act 2013 and Companies (Acceptance of Deposit) Rules 2014 and other applicable provisions of the Companies Act, 2013 and approval of the members of the Company at its Annual General Meeting held on December 25, 2020, the Company has issued a Circular in the form of Advertisement for inviting deposits from its members and/or public, which is valid up to the date of 61st Annual General Meeting of the Company or September 30, 2021 whichever is earlier.

The Board of Directors at its meeting held on September 02, 2021 decided to continue to invite/accept unsecured deposits from its Members and/or the public after complying with the provisions of the Companies Act, 2013 and Rules there under which, inter alia, provides for credit rating, maintenance of liquid assets etc. It is not clear whether in the general meeting resolution is required to be passed every year or whether one resolution is sufficient. There is no requirement in section 73 of the 2013 act for such resolution to be passed every year. Hence there is no bar in accepting deposits under one single omnibus resolution provided that the company is in compliance with the limits prescribed u/s 180(1)(C) of the Companies Act 2013. As an abandon caution approval of the members is being sought by way of special resolution for inviting/accepting/renewing deposits, from time to time.

The Board has approved the circular for acceptance/renewal of unsecured deposits from members of the Company and from public and the same has been duly signed by a majority of Directors present at the meeting. The copy of the circular in form DPT-1 is being circulated to the member's alongwith the notice.

The Board recommends the aforesaid resolution for approval of the members by means of a Special Resolution

None of the Directors and/or the Key Managerial Personnel of the Company and their relatives of the Company is concerned or interested in the resolution of the accompanes notice except to the extent of any deposit that may have placed with the Company under its present fixed deposit scheme

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

BY THE ORDER OF THE BOARD,

**Kolhapur
September 02, 2021**

**Sd/-
PRAMOD PATIL
COMPANY SECRETARY**

**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 61st Annual General Meeting of the Company, to be held on Thursday, the September 30, 2021 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:

- the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
 - The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
- To appoint a Director in place of AVM Sunil Jayant Nanodkar (Retd) (DIN08636110), who retires by rotation and being eligible, offers himself for reappointment.
- Payment of Remuneration to the Cost Auditor for the financial year 2021-22.
- Acceptance of Secured/Unsecured Deposits by the Company from its Members and from Public

Signed this ____ day of _____

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix a
Re. 1
Revenue
Stamp

NOTES:

- 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.
- 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.
- Proxy holder need not be a member.

ROUTE MAP TO THE VENUE OF AGM



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