

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 FIFTH ANNUAL GENERAL MEETING of the members of GHATGE PATIL INDUSTRIES LIMITED, will be held on Saturday, the August 30, 2025 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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 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, 2025, together with the Report of the Auditors thereon.

2. Declaration of Dividend:

To declare a final dividend of ₹ 1/- per equity share of ₹ 10/- each for the year ended March 31, 2025.

3. To appoint a Director in place of Mr. Sunil Patel (DIN 02057191), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To ratify the Remuneration payable to the Cost Auditor for the Financial Year 2025-26.

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 ₹ 3,00,000/- (Rupees Three Lac 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, 2026, 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.”

5. Appointment of Dr. Dnyaneshwar Mulay (DIN: 10680129) 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, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Dr. Dnyaneshwar Mulay (DIN: 10680129), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 30, 2024, and who has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, as an Independent Director of the Company for a term

of five (5) consecutive years, commencing from November 30, 2024 to November 29, 2029, and that he shall not be liable to retire by rotation”.

“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 and to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

6. To Consider the Re-appointment of Mrs. Megha Patil (DIN: 00683225), as Whole Time Director of the company and fix the remuneration payable to her:

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Megha Patil (DIN:00683225) as Whole Time Director of the Company for a further period of 5 years with effect from July 01, 2025 to June 30, 2030 on the terms and conditions including remuneration as set out in the statement annexed to the Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mrs. Megha Patil;

I. REMUNERATION:

- a. Salary: ₹ 3,00,000/- per month with an annual increment of ₹ 30,000/- 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.

II. PERQUISITES:

CATEGORY-A

- i) Housing: Fully furnished residential accommodation. Where no accommodation is provided by the Company, suitable house rent allowance in lieu thereof subject to ceiling of 60% of the salary may be paid. The expenses on furnishings, gas, electricity, water and other utilizes shall be borne by the Company.
- ii) Medical Reimbursement: Medical expenses including hospitalization and premium for medical insurance incurred by Mrs. Megha Patil both nationally and internationally 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 spouse, the dependent children 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.

III. LEAVE

On full pay and allowance as per the rules of the Company, not exceeding one month's leave for every eleven months' of service, subject to the condition that the leave accumulated but not availed of shall be encashed or shall lapse as per the leave rules of the Company.

IV. GENERAL

Whole Time Director shall be entitled to be reimbursed for expenses actually incurred by him in connection with the business of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Megha Patil, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

"RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mrs. Megha Patil as Whole Time Director of the Company, the remuneration payable to her shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the Central Government/Members at the General Meeting, if required, as amended from time to time subject to the compliance of provisions thereof but in any event shall not exceed the remuneration payable as provided in the Agreement when the profits of the Company are adequate."

"RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors and/or the Nomination and Remuneration Committee and/or the Company Secretary be and is/are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub delegate."

7. 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, deeds, 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
July 12, 2025

Sd/-
PRAMOD PATIL
COMPANY SECRETARY

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 7 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 6 pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
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. Details of director seeking Appointment/ re-appointment at Annual General Meeting are annexed hereto and form part of the Notice.
6. 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.
7. The dividend of ₹ 1/- per Equity share of ₹ 10/- each (10%), if declared at the AGM, will be paid subject to deduction of tax at source.

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final and special dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

- i) *As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.
- ii) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹10,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders/authorised signatory.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

** As per the Finance Act, 2021, Section 206AB has been inserted effective from July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be submitted at "Ghatge Patil Industries Limited, Uchagaon Kolhapur-416005".

8. The shareholders holding shares in physical form are requested to send their self-attested copy of PAN, Aadhaar Card and Bank attested legible copy of the first page of the Bank Passbook/Bank Statement/Cancelled cheque bearing the names of the account holder on company's address at "Ghatge Patil Industries Limited, Uchagaon Kolhapur-416005".
9. 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**.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
11. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form no. IEPF-5 available on www.iepf.gov.in

In light of the aforesaid provisions, during the year, the Company has transferred ₹ 20,652/- as corporate benefits (dividend) arising on shares already transferred to the IEPF.

12. The details of the unpaid/unclaimed dividend lying with the Company/IEPF Authority are available on the website of the Company <https://www.gpi.co.in/investor/IEPF> and on the website of IEPF Authority.

13. 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 No.s. 4 to 7 of the accompanying Notice:

Item No. 4:

The Board of the Directors of the Company based on the recommendations of the audit committee has approved the appointment & remuneration of M/s A. G. Anikhindi & Co., Kolhapur as the Cost Auditor of the Company for the financial year 2025-26 at a remuneration of ₹ 3,00,000/- (Rupees Three Lac 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, 2026 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 are concerned or interested, financially or otherwise in the said resolution.

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

Item No. 5:

The Board of Directors of the Company based on the recommendations of the nomination and remuneration committee at its meeting held on November 30, 2024, appointed Dr. Dnyaneshwar Mulay (DIN: 10680129), as an Additional Director of the Company in the capacity of an Independent Director for a term of 5 years with effect from November 30, 2024, subject to the approval of the Members of the Company in the forthcoming AGM.

In accordance with the provisions of Section 161 of Companies Act, 2013, Dr. Dnyaneshwar Mulay shall hold office until the date of the forthcoming Annual General Meeting and is eligible for appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying his candidature as an Independent Director of the Company. In terms of section 149(6) and 152 of the Companies Act, 2013, Nomination and Remuneration Committee and Board have recommended the appointment of Dr. Dnyaneshwar Mulay as an Independent Director of the Company for the period of 5 years w.e.f. November 30, 2024.

Dr. Dnyaneshwar Mulay, aged 66, is a distinguished Indian diplomat who joined the Indian Foreign Service in 1983. Throughout his career, he has held several key positions, including Consul General of India in New York (2013-2016), High Commissioner of India to the Maldives (2009-2013), Secretary of Consular, Passport, Visa, and Overseas Indian Affairs (2016-2019) and Member of the National Human Rights Commission (2019-2024).

He earned a Bachelor's degree in English Literature from Shahaji Chattrapati College, Kolhapur, followed by a Master's in Labour Studies from LNML MILS in Mumbai. Additionally, he pursued studies in Personnel Management at Mumbai University. His academic excellence was evident early on, as he secured the top position in the Maharashtra Public Service Commission (MPSC) examination in 1982 and later succeeded in the Union Public Service Commission (UPSC) examination leading to his selection in the Indian Foreign Service. In January 2017, the D.Y Patil University of Mumbai honored him with Doctor of Literature (honoris causa) for his 'exemplary contribution to society'.

Currently, Dr. Mulay serves as the Managing Director of the Redio Welfare Foundation. He is also an advisor to the National Skill Development Corporation (NSDC) and holds the role of Nominee Director in both the Apparel Made-Ups & Home Furnishing Sector Skill Council and the Leather Sector Skill Council under NSDC.

In the opinion of the Board, Dr. Dnyaneshwar Mulay possesses the requisite expertise and experience and meets the conditions prescribed under the Companies Act, 2013 for his appointment as an Independent Director of the Company.

The Company has received declaration of independence u/s 149 of the Companies Act 2013 and he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director of the Company.

The Letter of Appointment for Independent Directors, outlining the terms and conditions of their appointment, is available for inspection at the Company's Registered Office between 12:00 noon and 3:00 p.m. on all working days until the day of the AGM..

The Board recommends the Resolution at Item No. 5 to be passed as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

Item No. 6:

The Shareholders of the Company at the 60th Annual General Meeting held on December 25, 2020 approved re-appointment of Mrs. Megha Patil (DIN: 00683225) as a Whole Time Director of the Company for a period of five (5) years with effect from July 01, 2020 under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company.

Considering the hard work and efforts made by Mrs. Megha Patil, Whole Time Director towards the growth of the Company and pursuant to provisions of 117(3), 170, 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013, the Board has proposed the re-appointment of Mrs. Megha Patil as Whole Time Director of the Company for a further period of 5 (Five) years.

Based on the recommendations of the Nomination and Remuneration Committee and considering her rich and vast experience in day today operational, administration and HR Related matters, the Board of Directors of the Company at its meeting held on May 31, 2025 has re-appointed Mrs. Megha Patil as a Whole Time Director for a further period of 5 years w.e.f. July 01, 2025, subject to approval of the members of the Company.

An agreement outlining the terms and conditions of appointment was executed between the Company and Mrs. Megha Patil, Whole Time Director, on May 31, 2025. The principal terms and conditions governing her re-appointment as Whole Time Director, as stipulated in the said agreement, are set forth below:

- a. Salary: Rs.3,00,000/- per month with an annual increment of Rs. 30,000/- 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: Fully furnished residential accommodation. Where no accommodation is provided by the Company, suitable house rent allowance in lieu thereof subject to ceiling of 60% of the salary may be paid. The expenses on furnishings, gas, electricity, water and other utilizes shall be borne by the Company.
- ii) Medical Reimbursement: Medical expenses including hospitalization and premium for medical insurance incurred by Mrs. Megha K Patil both nationally and internationally 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.

LEAVE

On full pay and allowance as per the rules of the Company, not exceeding one month's leave for every eleven months' of service, subject to the condition that the leave accumulated but not availed of shall be encashed or shall lapse as per the leave rules of the Company.

GENERAL

Whole Time Director shall be entitled to be reimbursed for expenses actually incurred by her in connection with the business of the Company.

The Agreement between the Company and Mrs. Megha Patil is available for inspection by the members at the company's registered office between 12.00 p.m to 3.00 p.m. on all working day's up to the date of Annual General Meeting.

No Director, Key Managerial personnel or their relatives, except Mr. Kiran Patil, Chairman & Managing 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.

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

Item Nos. 7:

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 September 30, 2024, 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 65th Annual General Meeting of the Company or September 30, 2025 whichever is earlier.

The Board of Directors at its meeting held on July 12, 2025 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 made 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 along with the notice.

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 companies 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. 7 of notice for approval of the members.

BY THE ORDER OF THE BOARD,

Kolhapur
July 12, 2025

Sd/-
PRAMOD PATIL
COMPANY SECRETARY

STATEMENT OF PARTICULARS
PURSUANT TO CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS- 2)

1.	Name	Mrs. Megha Kiran Patil
2.	Age	61 years
3.	Qualifications and Experience	She holds a degree of Bachelor of Science and has the rich and vast experience in day today operational, administration and HR Related matters since last 15 years.
4.	Terms and conditions of appointment or re-appointment / revision / variation in terms of remuneration.	Terms and conditions of re-appointment are presented in the explanatory statement of resolution no.6
5.	Last remuneration drawn	Salary of ₹2,50,000/- per month plus other perquisites and allowances as mentioned in clause (4) above.
6.	Date of first appointment on the Board	September 26, 2009
7.	No. of share held	63,000
8.	Relationship with Directors, Managers & KMP	Mr. Kiran Patil, Chairman & Managing Director is the husband of Mrs. Megha Patil, Whole Time Director of the Company and Mr. Aditya Patil, Whole Time Director- Operations is their son
9.	Number of Board Meeting attended during FY 2023-24	Mrs. Megha Patil has attended two Board meetings of the Company held during the FY 2024-25.
10.	Other Directorship	Patil Atlantic Force Sunum Limited
11.	Chairman/ Member of the Committees of other companies	Nil

**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 65th Annual General Meeting of the Company, to be held on Saturday, the August 30, 2025 at 11.00 at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.S:

1.	a) The Audited Financial Statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with the Report of the Auditors thereon.
2.	Declaration of Dividend
3.	To appoint a Director in place of Mr. Sunil Patel (DIN: 02057191), who retires by rotation and being eligible, offers himself for re-appointment.
4.	Payment of Remuneration to the Cost Auditor for the financial year 2025-26.

5.	Appointment of Dr. Dnyaneshwar Mulay (DIN: 10680129) as an Independent Director of the Company.
6.	To Consider the Re-appointment of Mrs. Megha Patil (DIN: 00683225), as Whole Time Director of the company and fix the remuneration payable to her.
7.	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:

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



16°41'31.2"N 74°16'11.1"E