# 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 SIXTH ANNUAL GENERAL MEETING of the members of GHATGE PATIL INDUSTRIES LIMITED, will be held on Saturday, September 12, 2026 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, 2026 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, 2026, 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, 2026.

3. **To appoint a Director in place of Mr. Shrinivas Inamati (DIN 05243658), 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 2026-27.**

   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) Rule 2014, as amended from time to time, the remuneration of ₹ 3,00,000/-(Rupees Three Lakh 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, 2027, 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 Mrs. Sharwari Patil Mehta (DIN 09338151) as a Non-Executive Non-Independent 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 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Mrs. Sharwari Patil Mehta (DIN: 09338151), who was appointed by the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act with effect from June 20, 2026, and who holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director and has consented to act as a Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, 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, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. **Acceptance of 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 (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**
**Sd/-**
**PRAMOD PATIL**
**COMPANY SECRETARY**

**Kolhapur**
**June 20, 2026**

**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 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. 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.

   As per Indian Income Tax Act, 2025 (as amended by Finance Act, 2026) dividend paid and distributed by a Company is taxable in the hands of shareholders. Therefore, the Company is required to deduct taxes at source (TDS) at the rates applicable on the amount distributed to the shareholders at prescribed rates. For information on prescribed rates, shareholders are requested to refer to the Finance Act, 2026 and subsequent amendments thereof. The shareholders are requested to update their PAN details, tax residential status with Company.

   However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during Tax Year 2026-27 does not exceed ₹ 10,000. The withholding tax rate (TDS rate) would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

A declaration must be filed with the Company, where the whole or any part of the dividend income is assessable under the provisions of the Act in the hands of a person other than the member in accordance with the Rule 203 of the Income Tax Rules, 2026. The declaration must consist of Name, address, Income Tax PAN of the person to whom credit is to be given and payment or credit in relation to which credit has to be given and reason for giving credit to such person. In case the Company does not receive such declarations before date of AGM, the Company reserves the right to reject such declaration.

A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 121 applicable w.e.f. April 1. 2026 as per Income Tax Act, 2025 (previously known as Form 15G/15H as per Income Tax Act, 1961). To avail the benefit of non-deduction of tax, members may update their details with the company before date of AGM. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents

i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41 applicable w.e.f. April 1, 2026 as per Income Tax Act, 2025 (previously known as Form 10F as per Income Tax Act, 1961), any other document which may be required to avail the tax treaty benefits

The said declarations need to be submitted before AGM The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

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 facilitated dematerialisation of its Equity Shares and has obtained **ISIN: INE206T01015**.

   Members holding shares in physical form are requested to avail themselves of the dematerialisation facility for convenience, ease of transfer and enhanced security.

   Pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as inserted by the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, every holder of securities of an unlisted public company:
   (i) who intends to transfer such securities on or after 2nd October, 2018 shall get such securities dematerialised before the transfer; and
   (ii) who subscribes to any securities of an unlisted public company (whether by way of private placement, bonus issue or rights issue) on or after 2nd October, 2018 shall ensure that all his/her existing securities are held in dematerialised form before such subscription.

   Members are therefore encouraged to dematerialise their shareholding at the earliest.

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 6 of the accompanying Notice:

**Item No. 4:**

The Board of 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 2026-27 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakh Only) plus applicable GST and reimbursement of actual out-of-pocket, travelling and living expenses incurred in connection with the cost audit..

In accordance with the provision of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, 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, 2027 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:**

Pursuant to the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mrs. Sharwari Patil Mehta (DIN: 09338151) as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from June 20, 2026.

In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act") Mrs. Sharwari Patil Mehta holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Mrs. Sharwari Patil Mehta is a Commerce Graduate. She possesses over ten years of experience in business management, operations and commercial activities. Her entrepreneurial experience and business acumen are expected to provide valuable insights and contribute to the Company's growth and governance framework.

The board is of the view that the vast experience and knowledge of Mrs. Sharwari Patil Mehta would be a tremendous asset to the success and growth of the company.

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

Except Mr. Kiran Patil, Mrs. Megha Patil and Mr. Aditya Patil, being relatives of Mrs. Sharwari Patil Mehta, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

**Item Nos. 6:**

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 August 30, 2025, 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 66th Annual General Meeting of the Company or September 30, 2026 whichever is earlier.

The Board of Directors at its meeting held on June 20, 2026 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. Accordingly, the approval of the members is being sought by way of a Special Resolution to enable the Company to invite, accept and renew unsecured deposits from time to time, within the permissible limits and subject to applicable statutory requirements."

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 or their relatives is concerned or interested, financially or otherwise 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. 6 of notice for approval of the members.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE AGM**

[PURSUANT TO SECRETARIAL STANDARD–2 ON GENERAL MEETINGS]

| | | |
|---|---|---|
| 1. | Name | Mrs. Sharwari Patil Mehta ( Non-Executive Non Independent Director) |
| 2. | DIN | 09338151 |
| 3. | Date of Birth | 20/01/1992 |
| 4. | Age | 34 years |
| 5. | Date of first appointment on the Board | June 20, 2026 |
| 6. | Qualifications and Experience | Mrs. Sharwari Patil Mehta is a Commerce Graduate. She possesses over ten years of experience in business management, operations and commercial activities. |
| 7. | Terms and conditions of appointment or reappointment/ revision/variation in terms of remuneration. | Appointed as a Director (Non-Executive, Non-Independent), liable to retire by rotation |
| 8. | Details of remuneration last drawn | Not Applicable |
| 9. | Details of remuneration sough to be paid | Sitting Fees and Commission, if any, as approved by the Board of Directors |
| 10. | No. of share held | 1,00,000 Equity Shares of ₹ 10/- each. |
| 11. | Relationship with Directors, Managers & KMP | Mrs Sharwari Patil Mehta is daughter of Mr. Kiran Patil, Chairman & Managing Director and Mrs. Megha Patil, Whole Time Director. She is sister of Mr. Aditya Patil, Whole Time Director-Operations of the Company |
| 12. | Number of Board Meeting attended during FY 2025-26 | Not Applicable |
| 13. | Other Directorship | Nil |
| 14. | 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**

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Name of the Member(s):

Registered address:

E-mail Id:

Folio No. /Client Id

DP. Id:

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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 66th Annual General Meeting of the Company, to be held on Saturday, the September 12, 2026 at 11.00 AM 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, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and<br>b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon. |
| 2. | Declaration of Dividend |
| 3. | To appoint a Director in place of Mr. Shrinivas Inamati (DIN 05243658), who retires by rotation and being eligible, offers himself for re-appointment. |
| 4. | To ratify the Remuneration payable to the Cost Auditor for the Financial Year 2026-27 |

| | |
|---|---|
| 5. | Appointment of Mrs. Sharwari Patil Mehta (DIN 09338151) as a Non-Executive Non-Independent Director |
| 6. | Acceptance of 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

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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**


*16.693198, 74.268490*