



GARWARE HI-TECH FILMS LIMITED

(Formerly known as Garware Polyester Limited)

CIN: L10889MH1957PLC010889

Registered Office: Naigaon, Post Waluj,
Aurangabad – 431 133.

Website: www.garwarehitechfilms.com

Email: cs@garwarehitech.com

Tel. No.: 022 6698 8000.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the members of Garware Hi-Tech Films Limited (the “**Company**”), pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking members' consent, to pass the resolution mentioned below as Special Resolution through Postal Ballot.

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder setting out all material facts relating to the resolution is annexed hereto for your consideration along with a “Postal Ballot Form” and “self-addressed postage pre-paid Business Reply Envelope (**BRE**)”.

The Ministry of Corporate Affairs (“**MCA**”) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, advised companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto September 30, 2023, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its members who have registered their email addresses with the Company or depository/ depository participants and the communication of assent/ dissent of the members will take place through the remote e-voting system.

This Postal Ballot Notice is accordingly being initiated in compliance with the MCA Circulars. However, this Postal Ballot Notice is being sent to the Members who have not registered their email addresses with the Company or depository/ depository participants, along with a “Postal Ballot Form” and “self-addressed postage pre-paid Business Reply Envelope (“**BRE**”) through permitted physical mode.

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Thursday, July 27, 2023. Please note that any Postal Ballot Form(s) received after the prescribed period will be treated as not having been received.

In compliance with Regulation 44 of the SEBI Listing Regulations, and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide electronic voting (“**e-voting**”) facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facility. The e-voting facility is available from Wednesday, June 28, 2023 (9:00 a.m. onwards) till Thursday, July 27, 2023 (up to 5:00 pm). For e-voting, please read carefully the “Procedure/Instructions for e-voting” enumerated in the notes to this Notice.

If a Shareholder has voted through e-voting facility, he/she is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company (hereinafter called the “**Board**”), in compliance with the Rules, has appointed Mr. Nilesh G. Shah (Membership No. FCS-4554, CP No. 2631), failing him Ms. Hetal Shah (Membership No. FCS-8063, CP No. 8964), failing her Mr. Mahesh Darji (Membership No. FCS- 7175, CPNo. 7809) of M/s. Nilesh Shah and Associates, Practicing Company Secretaries, Mumbai, as Scrutinizer (hereinafter called the “**Scrutinizer**”), for conducting the said Postal Ballot process in a fair and transparent manner. Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced within 2 (two) working days of conclusion of the voting through Postal Ballot i.e. on or before Saturday, July 29, 2023. The said results would be displayed for at least 3 (three) days at the Registered Office of the Company, intimated to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.garwarehitechfilms.com and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/>.

In accordance with SS-2, issued by the Institute of Company Secretaries of India, if the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Thursday, July 27, 2023, i.e. being the last date of receiving postal ballot forms and e-voting.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Vivekanand Heroor Kamath (DIN: 07260441), as an Independent Director for a Second term of 5 (five) consecutive years.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of 149, 150, 152 of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 (“**Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, and in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vivekanand Heroor Kamath (DIN: 07260441), who was appointed as an Independent Director of the Company by the members for a term up to August 7, 2023, who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a Second term of 5 (five) consecutive years, with effect from August 8, 2023 upto August 7, 2028, and whose office shall not be liable to retire by rotation.

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.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors or to any executives / officers of the Company, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

By Order of the Board of Directors
For **Garware Hi-Tech Films Limited**
(Formerly known as Garware Polyester Limited)

Awaneesh Srivastava
Company Secretary
(ICSI Membership No. FCS 8513)

Place: Mumbai
Date: May 26, 2023

Notes:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (the “Act”), setting out material facts and reasons for the proposed Resolution, is annexed hereto along with the Postal Ballot Form for your consideration.
2. The relevant details, pursuant to the provisions of the SEBI Listing Regulations and SS-2, in respect of the Director seeking re-appointment are enclosed herewith.
3. The Notice of Postal Ballot is being sent to the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Wednesday, June 21, 2023 (“Cut-off Date”). In compliance with MCA Circulars, the Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members, whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage pre-paid self-addressed Business Reply Envelope.
4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date i.e., Wednesday, June 21, 2023.
5. The Notice is being sent under secured mode of posting to those Members, whose names appear in the Register of Members / List of Beneficial Owners received from NSDL and CDSL as on Wednesday, June 21, 2023 (Cut-off Date). A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
6. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the Company's website i.e. www.garwarehitechfilms.com.
7. A Member cannot exercise his / her / its vote by proxy on Postal Ballot.
8. Corporate / Institutional Member(s) (i.e., other than individuals, Hindu Undivided Families / Non-resident Indians etc.) opting for Postal Ballot are required to send Certified True copy of Board Resolution / Power of Attorney / Authority letter etc., to the Scrutinizer along with the Form.
9. There will be only 1 (one) Postal Ballot Form for every Client ID / Folio No., irrespective of the number of Joint Shareholder (s).
10. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
11. In case a Member is desirous of obtaining a printed Postal Ballot Form or duplicate, he or she may send an e-mail on cs@garwarehitech.com. The Company/ Registrar and Share Transfer Agent ('RTA') will forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
12. The Member can opt for only one mode of voting, i.e., either by physical Postal ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
13. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company is providing its Members with the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting.

The instructions for e-voting form part of this Notice. The e-voting period shall commence on Wednesday, June 28, 2023, from 9:00 a.m. (IST) and shall end on Thursday, July 27, 2023, at 5:00 p.m. (IST). E-Voting shall not be allowed beyond the said date and time.

14. The Board of Directors of the Company has appointed Mr. Nilesh G. Shah, (Membership No. FCS-4554, CP No. 2631) failing him Ms. Hetal Shah (Membership No. FCS-8063, CP No.8964) failing her Mr. Mahesh Darji (Membership No. FCS-7175, CP No. 7809) of, M/s. Nilesh Shah and Associates, Practicing Company Secretaries Mumbai, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-Voting process, in accordance with the law and in a fair and transparent manner.
15. Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer on or before 5:00 p.m. (IST) on Thursday, July 27, 2023 at the office of the Company's Share Transfer Agents at Link Intime India Private Limited, (Unit: Garware Hi-Tech Films Limited), C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Postage of such envelope will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by registered post / speed post at the expense of the Member(s) will also be accepted. If any Postal Ballot is received after 5:00 p.m. (IST) on Thursday, July 27, 2023, it will be strictly considered that no reply has been received from the Member.
16. The Scrutinizer shall after scrutinizing the Postal Ballot Forms and after the conclusion of voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in employment of the Company, and make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
17. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Board after the completion of scrutiny of the Postal Ballots and e-Voting. Results of voting by Postal Ballot (including voting through electronic means) along with the Scrutinizer's Report shall be announced on or before Saturday, July 29, 2023 at the Registered Office of the Company located at Naigaon, Post Waluj, Aurangabad 431 133 and shall be communicated to the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") where securities of the Company are listed and will be hosted on the Company's website, www.garwarehitechfilms.com and on the Notice Board of the Company for at least three days at its Registered Office.
18. The Resolution, if passed by the requisite majority of the Members through Postal Ballot including voting by electronic means shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.
19. Relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday to Friday) from the date of dispatch of this Notice till the last date for receipt of votes by Postal Ballot / e-Voting i.e. Thursday, July 27, 2023.
20. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English language newspaper circulating throughout India (in English language) and one vernacular newspaper in the principal vernacular language of the district where the registered office of the Company is situated (Aurangabad) and having wide circulation in Aurangabad (in vernacular language).
21. In case any Member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to rnt.helpdesk@linkintime.co.in. Link Intime India Private Limited, C-101, 24X7 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Phone Number: 022-49186270.

The instructions for shareholders voting electronically are as under:

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), "Garware Hi-Tech Films Limited" ("the Company"), of which you are a shareholder, is pleased to provide e-voting facility to its Members through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on the Resolution placed by the Company on the e-voting system.

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link www.garwarehitechfilms.com.

The e-voting period commences on Wednesday, June 28, 2023 at 9:00 a.m. and ends on Thursday, July 27, 2023 at 5:00 p.m. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after 5:00 p.m. on Thursday, July 27, 2023. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder /Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will
	<p>be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 124243 then user ID is 124243001***

1. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@garwarehitech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@garwarehitech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors
For **Garware Hi-Tech Films Limited**
(Formerly known as Garware Polyester Limited)

Awaneesh Srivastava

Company Secretary

(ICSI Membership No. FCS 8513)

Place: Mumbai

Date: May 26, 2023

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

ITEM NO. 1:

RE-APPOINTMENT OF MR. VIVEKANAND HEROOR KAMATH (DIN: 07260441), AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS.

Mr. Vivekanand Heroor Kamath was appointed as a Non-Executive Independent Director of the Company, for a period of 5 (five) years, with effect from August 8, 2018, in terms of the provisions of Section 149 of the Act and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

The members of the Company, through a resolution passed at the 61st Annual General Meeting of the Company, approved the appointment of Mr. Vivekanand Heroor Kamath as an Independent Director under the Companies 2013 ("the Act") for a term from August 8, 2018 to August 7, 2023.

Accordingly, the first term of 5 (five) years of Mr. Vivekanand Heroor Kamath, as a Non-Executive Independent Director of the Company, is due to expire on August 7, 2023.

Mr. Vivekanand Heroor Kamath holds a degree of Bsc., DBM (IMC), CAIIB (both parts). He is a retired Banker.

After considering his background and banking experience, the Board considers that it would be beneficial and desirable in the interest of the Company to avail Mr. Vivekanand Heroor Kamath's services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Vivekanand Heroor Kamath as an Independent Director on the Board of the Company for a Second term of 5 (five) consecutive years w.e.f. August 8, 2023, not liable to retire by rotation.

Mr. Vivekanand Heroor Kamath is the Member of the Stakeholders Relationship Committee and Vigil Mechanism Committee. The details of directorship held by Mr. Vivekanand Heroor Kamath in other companies and other details are given in the Annexure to this Notice.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation and skills, vast experience and expertise possessed by Mr. Vivekanand Heroor Kamath, has recommended re-appointment of Mr. Vivekanand Heroor Kamath, as Independent Director for a second term.

The Board at its meeting held on May 26, 2023, based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Mr. Kamath, particularly, his knowledge of financial services industry, approved his re-appointment, subject to approval of the shareholders. In the opinion of the Board, Mr. Vivekanand Heroor Kamath fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

The Board recommends the re-appointment of Mr. Vivekanand Heroor Kamath as an Independent Director for the second term from August 8, 2023 up to August 7, 2028.

Copy of the draft letter of appointment proposed to be issued to Mr. Vivekanand Heroor Kamath setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays upto the date of the until the last date of remote e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable provisions of the SEBI Listing Regulations, the re-appointment of Mr. Vivekanand Heroor Kamath as a Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

Except Mr. Vivekanand Heroor Kamath and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out in this Notice.

By Order of the Board of Directors
For **Garware Hi-Tech Films Limited**
(Formerly known as Garware Polyester Limited)

Awaneesh Srivastava
Company Secretary
(ICSI Membership No. FCS 8513)

Place: Mumbai
Date: May 26, 2023

Annexure
Details of Director seeking re-appointment

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings) Details of the Directors Seeking appointment)

Name of the Director	Mr. Vivekanand Heroor Kamath
DIN	07260441
Date of Birth	18/12/1956
Age	67 years
Nationality	Indian
Date of First Appointment on the Board	08/08/2018
Brief resume / Qualifications	Bsc., DBM (IMC), CAIIB
Expertise in specific functional areas	Wide experience in Banking Sector
Terms and Conditions of Appointment/ Re-appointment	Re-appointment as an Independent Director for a second term of 5 (five) consecutive years, with effect from August 8, 2023, to August 7, 2028 not liable to retire by rotation.
Details of Remuneration last drawn	During financial year 2022-23, Mr. Vivekanand Heroor Kamath was paid ₹1.55 lakh towards Sitting fees
Details of Remuneration sought to be paid	Sitting fees for attending Board Meetings and Committee meetings, if any, where he is a member.
Number of Meetings of the Board attended during the year	4
Directorship(s) held in other public companies and listed companies along with listed entities from which the person has resigned in the past three years	NIL
Chairmanships /Memberships of Committees of other public companies (includes only Audit & Stakeholders Relationship Committee)	NIL
Disclosure of relationship with Directors and Key Managerial Personnel (KMP) inter-se	Mr. Vivekanand Heroor Kamath is not related to any Directors and Key Managerial Personnel of the Company.
Shareholding in the Company as on 31/03/2023	NIL
Skills and capabilities required for the role and the manner of meeting the requirements	General: Accounts, Operations, Banking, Legal and Administration. Global Business: Understanding Business Dynamics and other market related factors. Strategy and Planning: Long term and Short-term strategy, planning and support to the Management of the Company.

By Order of the Board of Directors
For **Garware Hi-Tech Films Limited**
(Formerly known as Garware Polyester Limited)

Awaneesh Srivastava
Company Secretary
(ICSI Membership No. FCS 8513)

Place: Mumbai
Date: May 26, 2023

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GARWARE HI-TECH FILMS LIMITED

(Formerly known as Garware Polyester Limited)

Registered Office: Naigaon, Post Waluj, Aurangabad 431133.

Corporate Office: Tel: +91-22-66988000 Fax: +91-22-28248155

CIN: L10889MH1957PLC010889

Email: cs@garwarehitech.com ; **Website:** <https://www.garwarehitechfilms.com>

POSTAL BALLOT FORM

Sr. No.:

- 1 Name & Registered Address of the Sole / First named Member :
- 2 Name(s) of Joint Holder(s), if any :
- 3 Registered Folio No./ DP ID Client ID No. :
- 4 Number of equity shares held (Equity Shares of Rs.10/- each) :

I/we hereby exercise my/our vote(s) in respect of the Resolution enumerated below by recording, my/our assent or dissent to the said Resolution by placing the tick mark (√) at the appropriate box below:

Sr. No.	Particulars	Type of Resolution(s)	No. of shares held	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Re-appointment of Mr. Vivekanand Heroor Kamath (DIN: 07260441), as an Independent Director for a Second Term of 5 (Five) consecutive years	Special			

Place:

Date: _____ (Signature of the Member or Authorised Signatory)

E-voting Particular

EVEN No. (Electronic Voting Event Number)	USER ID	Password
124243		

Notes:

- i Please read the instructions printed overleaf carefully before filling this form and for e-voting, please refer to the e-voting instructions in the Postal Ballot Notice sent herewith.
- ii Last date for receipt of Postal Ballot Form by the Scrutinizer is Thursday, July 27, 2023 upto 5:00 p.m.

Instructions:

1.	Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members on the cut-off date i.e., Wednesday, June 21, 2023.
2.	A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the member will also be accepted.
3.	Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic mode provided in the Postal Ballot Notice.
4.	This Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the firstnamed member and in his/her absence, by the next named member.
5.	In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/attested specimen signature, etc.
6.	The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
7.	Unsigned, incomplete or defective Postal Ballot Forms are liable to be rejected.
8.	A member need not use all the votes nor needs to cast all the votes in the same way.
9.	Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Thursday, July 27, 2023. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received
10.	In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to company's email id i.e. cs@garwarehitech.com. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at point no. 9 above
11.	Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope.
12.	Members may kindly note that the Postal Ballot Forms shall be considered invalid if: a) the Postal Ballot Form other than the one issued by the Company is used b) If the Postal Ballot Form has not been signed by the Member or if the Member's signature does not tally with the specimen signature of the Company. c) signature on the Postal Ballot Form doesn't match the specimen signature with the Company/ Depository Participants d) it is not possible to determine without any doubt the assent or dissent of the member e) a competent authority has given directions in writing to the Company to freeze the voting rights of the member f) the envelope containing the Postal Ballot Form is received after the last date prescribed g) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority h) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
13.	The Scrutinizers decision on the validity of a Postal Ballot Form will be final.
14.	The result of the voting by Postal Ballot will be announced on or before 5:00 p.m. on Saturday, July 29, 2023 and displayed on the Notice Board of the Company at its Registered Office, intimated to the Stock Exchanges, hosted on the website of the Company and National Securities Depository Limited.