

#### GARWARE POLYESTER LIMITED

CIN: L10889MH1957PLC010889
Registered Office: Naigaon, Post Waluj,
Aurangabad – 431 133.
Website: www.garwarepoly.com
Email: cs@garwarepoly.com
Tel. No.: 022 6698 8000.

## NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and Section 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") and other applicable laws and regulations, if any, (including any statutory modification(s) or reenactment thereof for the time being in force), for seeking members consent, to pass the proposed 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) of the Companies Act, 2013, setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and 'self-addressed postage pre-paid Business Reply Envelope (BRE)'.

In due consideration of the occurrence of worldwide pandemic of COVID-19 the Ministry of Corporate Affairs ("MCA") has issued MCA Circulars in relation to "Clarification on passing of ordinary and special resolution by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19". In terms of the MCA Circulars, companies are advised 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 30<sup>th</sup> June, 2021, 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 only take place through the remote e-voting system. This Postal Ballot Notice is accordingly being initiated in compliance with the MCA Circulars. However, as an additional compliance, this Postal Ballot Notice is being sent to the Members along with a 'Postal Ballot Form' and 'self-addressed postage pre-paid Business Reply Envelope (BRE)'.

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 Business Reply Envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Tuesday, 30<sup>th</sup> March, 2021. 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, Garware Polyester Limited ("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 National Securities Depository Limited (NSDL) to provide e-voting facility. The e-voting facility is available from Monday, 1st March, 2021 (9:00 a.m. onwards) till Tuesday, 30th March, 2021 (up to 5:00 pm). For e-voting, please read carefully the "Procedure/Instructions for e-voting" enumerated in the notes to this Notice.

It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he 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, Practicing Company Secretary (Membership No. FCS-4554, CP No. 2631), 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 not later than 48 hours of conclusion of the voting through Postal Ballot i.e. on or before Thursday, 1<sup>st</sup> April, 2021. The said results would be displayed for at least three days at the Registered Office of the Company, intimated to the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.garwarepoly.com and on the website of National Securities Depository Limited (NSDL) www.nsdl.com.

In accordance with Secretarial Standard on General Meetings (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 Tuesday, 30<sup>th</sup> March, 2021 i.e. being the last date of receiving postal ballot forms and e-voting.

## **SPECIAL BUSINESS:**

Approval for change of name of the Company from "Garware Polyester Limited" to "**Garware Hi-Tech Films Limited**" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder including any amendment, modification, variation or re-enactment thereof for the time being in force ("Act"), Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and any other applicable laws and Memorandum of Association and Articles of Association of the Company and subject to approval(s)/consent(s) or permission(s) of the Stock Exchange(s), Ministry of Corporate Affairs and any other regulatory and statutory authorities, as may be required, the consent of the Company be and is hereby accorded to change the name of the Company from 'Garware Polyester Limited' to 'Garware Hi-Tech Films Limited'.

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name 'Garware Polyester Limited' as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents including the licenses, certificates, agreements and contracts etc. entered into by the Company and at all other places wherever appearing be substituted with the new name 'Garware Hi-Tech Films Limited'.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, the Company Secretary or any officer of the Company duly authorized by any of the Directors be and are hereby jointly and /or severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient, including preparing, signing, executing and filing necessary applications, forms, papers, documents and furnish information as may be considered necessary or expedient including appointing attorney(ies) or authorised representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchange where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be required from time to time, obtaining NOCs from the required entities, and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

By Order of the Board of Directors For **Garware Polyester Limited** 

Place: Mumbai

Date: 18<sup>th</sup> February, 2021

**Awaneesh Srivastava**Company Secretary

(ICSI Membership No. FCS 8513)

#### **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 Notice of Postal Ballot along with Postal Ballot Form is being sent to all 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 Tuesday, 23<sup>rd</sup> February, 2021 (Cut-off Date). 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 e-mail 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.
- 3. 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., Tuesday, 23<sup>rd</sup> February, 2021.
- 4. 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 Tuesday, 23<sup>rd</sup> February, 2021 (Cut-off Date). A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
- 5. 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 <a href="https://www.garwarepoly.com">www.garwarepoly.com</a>
- 6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot.

- 7. 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.
- 8. There will be only 1 (one) Postal Ballot Form for every Client ID / Folio No., irrespective of the number of Joint Shareholder(s).
- 9. 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.
- 10. In case a Member is desirous of obtaining a printed Postal Ballot Form or duplicate, he or she may send an e-mail on rnt.helpdesk@linkintime.co.in. The Registrar and Share Transfer Agent ('RTA') shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
- 11. The Member can opt for only one mode of voting, i.e., either by physical 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.
- 12. 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 provides the Members the facility to exercise their right to vote by electronic means through e-Voting services provided by National Securities Depository Limited (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 Monday, 1<sup>st</sup> March, 2021, from 9:00 a.m. (IST) and shall end on Tuesday, 30<sup>th</sup> March, 2021 at 5:00 p.m. (IST). E-Voting shall not be allowed beyond the said date and time.
- 13. The Board of Directors of the Company has appointed Mr. Nilesh G. Shah, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-Voting process, in accordance with the law and in a fair and transparent manner.
- 14. 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 Tuesday, 30<sup>th</sup> March, 2021 at the office of the Company's Share Transfer Agents at Link Intime India Private Limited, (Unit: Garware Polyester 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 Tuesday, 30<sup>th</sup> March, 2021, it will be strictly considered that no reply has been received from the Member
- 15. The Scrutinizer shall after scrutinizing the Ballot Forms and after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any.
- 16. 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 Thursday, 1<sup>st</sup> April, 2021 by 5:00 p.m. at the Registered Office of

the Company located at Naigaon, Post Waluj, Aurangabad 431 133 and shall be communicated to the BSE where securities of the Company are listed and will be hosted on the Company's website, <a href="www.garwarepoly.com">www.garwarepoly.com</a> and on the Notice Board of the Company for at least three days at its Registered Office.

- 17. The Resolutions, 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.
- 18. 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. Tuesday, 30<sup>th</sup> March, 2021.
- 19. 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 national daily newspaper circulating throughout India (in English language) and one vernacular daily newspaper circulating in Aurangabad (in vernacular language).
- 20. In case any Member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>, Link Intime India Private Limited, C101, 247 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 Polyester 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 Resolutions 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 "<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>" or (<a href="www.garwarepoly.com">www.garwarepoly.com</a>).

The e-voting period commences on Monday, 1<sup>st</sup> March, 2021 at 9:00 a.m. and ends on Tuesday, 30<sup>th</sup> March, 2021 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 Tuesday, 30<sup>th</sup> March, 2021. 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:

## Step 1: Log-in to NSDL e-Voting system

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.
- 3. A new screen will open. You will have to enter your User ID, your Password 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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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 will be as per details given below:
  - 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\*\*\*\*\*).
  - **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary 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 101456 then user ID is 101456001\*\*\*).
- 5. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "<u>Forgot User Details/Password?</u>" (If you are holding shares in your demat account with NSDL or CDSL) option available on <u>www.evoting.nsdl.com</u>.
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

- 3. Select "EVEN" of the Company.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. 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.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. 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 nilesh@ngshah.com to with a copy marked to evoting@nsdl.co.in.
- 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and evoting user manual for members available at the Downloads sections of <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> or contact NSDL by email at <a href="https://www.evoting.nsdl.com">evoting.nsdl.co.in</a> or call on.: 1800 1020 990 and 1800 22 44 30.

By Order of the Board of Directors For **Garware Polyester Limited** 

Place: Mumbai

Date: 18<sup>th</sup> February, 2021

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

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTION:

The Members may note that the Board of Directors of the Company in their meeting held on 4<sup>th</sup> February, 2021 decided to change the name of the Company from 'Garware Polyester Limited' to 'Garware Hi-Tech Films Limited' and check the availability of name with Central Registration Centre (CRC), Registrar of Companies (ROC), and Ministry of Corporate Affairs (MCA). Members are aware that the Company is engaged in business of Polyester films and manufacturing mainly specialty films for variety of end applications. Further in the Financial Year 2019-20 the company has earned 61% revenue from the specialty films and 69% has come from the exports, hence to reflect the existing nature of business and products of the Company, the Board of Directors at its meeting held on 4<sup>th</sup> February, 2021 considered and approved the proposal of change of name of the company from 'Garware Polyester Limited' to 'Garware Hi-Tech Films Limited'.

Further to give effect to the aforesaid change of name proposal, the Company had made an application for reservation and availability of name change to the CRC, MCA and the desired name '**Garware Hi-Tech Films Limited**' is made available by them vide their letter dated 9<sup>th</sup> February, 2021 to the Company. Consequent to the proposed new name being made available and reserved in favour of the Company, the Company hereby seeks the approval of shareholders for the aforesaid resolution.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution. Therefore, the Board considers that the Special Resolution set out in this Postal Ballot Notice is in the interest of the Company and recommends the said Special Resolution for approval of shareholders. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs, Stock Exchange and/or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. 'Garware Hi-Tech Films Limited'.

Subsequently, post receipt of fresh certification of incorporation, the name 'Garware Polyester Limited' as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. 'Garware Hi-Tech Films Limited'.

It is proposed to authorise the Board of Directors, the Company Secretary or any officer of the Company duly authorised by any of the Directors to complete all the regulatory formalities as prescribed by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Stock Exchange and/ or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested (financial or otherwise) in the special resolution set out in the Notice.

By Order of the Board of Directors For **Garware Polyester Limited** 

Place: Mumbai

Date: 18th February, 2021

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