



GARWARE
TECHNICAL FIBRES

GTFL:SEC:2019

August 23, 2019

BSE Limited

Corporate Relationship Department,
New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai 400001.

(Company code: 509557)

National Stock Exchange of India Ltd.

Exchange Plaza, Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai 400051.

(Symbol: GARFIBRES, Series: EQ)

Sub: Intimation of 42nd Annual General Meeting of the Company.

Dear Sirs,

This is to inform you that the 42nd Annual General Meeting ('AGM') of the Company will be held on Tuesday, 17th September, 2019 at 10:30 a.m. at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Limited, H-Block, Plot No. C-181, Off Old Pune - Mumbai Highway, Chinchwad, Pune - 411 019.

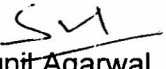
Please find attach herewith Notice of 42nd Annual General Meeting of the Company, Attendance Slip and Proxy Form, which is being sent to Shareholders.

Please acknowledge the communication.

Thanking you.

Yours faithfully,

For **GARWARE TECHNICAL FIBRES LIMITED**


Sunit Agarwal
Company Secretary
M. No. - FCS 6407
Encl: as above

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware-Wall Ropes Ltd.): Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
T+91 20 0000/0306 E pune_admin@garwarefibres.com www.garwarefibres.com CIN: L25209MH1976PLC018939

2799



GARWARE
TECHNICAL FIBRES

Better Ideas in Action

Garware Technical Fibres Limited

(Formerly Garware-Wall Ropes Limited)

Regd. Off.: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411 019.

CIN: L25209MH1976PLC018939; Telephone No.: (+91-20) 27990000;

E-mail: pune_admin@garwarefibres.com;

Website: www.garwarefibres.com

NOTICE

Notice is hereby given that the FORTY-SECOND (42nd) ANNUAL GENERAL MEETING of the Company will be held at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Limited, H-Block, Plot No. C-181, Off Old Pune – Mumbai Highway, Chinchwad, Pune - 411 019 on Tuesday, 17th September, 2019 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors; and
 - the Audited Consolidated Financial Statements for the financial year ended 31st March, 2019 and the Report of the Auditors.
- To declare Dividend on equity shares for the financial year ended 31st March, 2019.
- To appoint a Director in place of Dr. S. S. Rajpathak (DIN 00040387), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Cost Auditors' remuneration:

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of Rs. 5,60,000/- (Rupees Five Lakh Sixty Thousand only) plus applicable taxes and re-imbursment of actual traveling and out-of-pocket expenses to M/s. Joshi Apte & Associates, appointed as Cost Auditors (Firm Registration No. 000240), by the Board of Directors based on recommendation by the Audit Committee, to conduct the Audit of the Cost Records in respect of the Products covered under the said Rules for the financial year ended 31st March, 2020, be and is hereby ratified and approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, and / or expedient for giving effect to this resolution."

5. Appointment of Ms. Mallika Sagar (DIN 02228386) as a Non-executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"], Ms. Mallika Sagar (DIN 02228386), who was appointed as an Additional Director pursuant to provision of Section 161(1) of the Act and the Articles of Association of the Company by the Board of Directors based on recommendation by the Nomination and Remuneration Committee of the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of Independence as provided in the Act and SEBI (LODR) Regulations, 2015, and whose appointment is recommended by the Nomination and Remuneration Committee and in respect of whom the Company has received notice in writing from a Member proposing her candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as Non-executive Independent Director of the Company with effect from 30th May, 2019 to hold office for a term of 18 (Eighteen) months or till the conclusion of the next Annual General Meeting of the Company, whichever is earlier and who shall not be liable to retire by rotation."

6. Re-appointment of Mr. R. M. Telang (DIN 00092103) as a Non-executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and to comply with the provisions of Regulation 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"], Mr. R. M. Telang (DIN 00092103) (aged 77 years), a Non-executive Independent Director of the Company, whose current term of office shall expire on 24th September, 2019, and who has submitted a declaration that he meets the criteria of Independence and who is eligible for re-appointment under the provisions of the Act and SEBI (LODR) Regulations, 2015 and whose re-appointment is recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company and in respect of whom the Company has received notice in writing from a Member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby re-appointed as a Non-executive Independent Director of the Company, to hold office for a second term of 05 (five) consecutive years with effect from 25th September, 2019 to 24th September, 2024, and who shall not be liable to retire by rotation."

7. Re-appointment of Mr. S. P. Kulkarni (DIN 00006914) as a Non-executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and to comply with the provisions of Regulation 16(1)(b) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"], Mr. S. P. Kulkarni (DIN 00006914), a Non-executive Independent Director of the Company, whose current term of office shall expire on 24th September, 2019, and who has submitted a declaration that he meets the criteria of Independence and who is eligible for re-appointment under the provisions of the Act and SEBI (LODR) Regulations, 2015 and whose re-appointment is recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company and in respect of whom the Company has received notice in writing from a Member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby re-appointed as a Non-executive Independent Director of the Company to hold office for a second term of 05 (five) consecutive years with effect from 25th September, 2019 to 24th September, 2024, and who shall not be liable to retire by rotation."

8. To approve the continuation of payment of remuneration to Mr. V. R. Garware (DIN 00092201), Chairman & Managing Director of the Company:

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

"RESOLVED THAT in order to comply with the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ["SEBI (LODR) Regulations, 2015"] the consent of the Members be and is hereby accorded for continuation of payment of remuneration to Mr. V. R. Garware, Chairman & Managing Director of the Company, as per the terms and conditions approved by the Members by passing an Ordinary Resolution at the 39th Annual General Meeting held on 10th August, 2016 and subsequently modified by passing a Special Resolution at the 40th Annual General Meeting held on 4th August, 2017, even if total annual remuneration payable to Mr. V. R. Garware, Chairman & Managing Director may exceed Rs. 5/- Crores (Rupees Five Crores only) or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, in any year, till remainder period of term of his appointment i.e., upto 30th November, 2021."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, and / or expedient for giving effect to this resolution."

9. To approve the borrowing limit pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any amendment thereto or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and subject to such approvals, consents and permissions, as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money, which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 500/- Crores (Rupees Five Hundred Crores only) or equivalent amount in any other foreign currency as it may deem requisite for the purpose of the business of the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for giving effect to this resolution."

10. To approve the limit for Loans and Investment by the Company pursuant to the provisions of Section 186 of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment thereto or re-enactment thereof, for the time being in force), and subject to such approvals, consents and permissions, as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to (a) give any loan to any person(s) / body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) / body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, which, together with loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all person(s) / body corporate(s) may exceed, at any time, the limits prescribed under Section 186 of the Act, but shall not at any time, exceed Rs. 500 Crores (Rupees Five Hundred Crores only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant and / or expedient for giving effect to this resolution."

By Order of the Board of Directors

Sunil Agarwal
Company Secretary
FCS No.: 6407

Pune,
30th May, 2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ONLY ON A POLL AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time fixed for the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

A Member of a Company registered under Section 8 of the Companies Act, 2013, shall not be entitled to appoint any other person as his proxy unless such other person is also a Member of the Company.

3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013, is requested to send to the Company a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the Meeting.
4. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
5. At the 40th Annual General Meeting of the Company, the Members approved appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants (Firm Registration No. 106201W), as the Statutory Auditors of the Company to hold office from the conclusion of 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company, subject to ratification of their appointment at every Annual General Meeting. However, pursuant to the provisions of the Companies (Amendment) Act, 2017, effective from 7th May, 2018, the requirement of seeking approval for ratification of appointment of Statutory Auditors by Members of the Company at every Annual General Meeting is omitted. Therefore, the Company is not seeking any ratification of appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants as the Statutory Auditors of the Company, by the Members at the 42nd Annual General Meeting of the Company.
6. Members are requested to notify immediately the change, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number, ECS mandates, nominations, power of attorney, bank account details, etc., to their Depository Participant(s) ["DP"(s)] in case the Equity Shares are held by them in electronic form and to the Company's Registrar and Share Transfer Agent, quoting folio number.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 11th September, 2019 to Tuesday, 17th September, 2019 (both days inclusive), for the purpose of determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
8. The Dividend of Rs. 5.00/- per equity share (50%) of the nominal value of Rs. 10/- each for the year ended 31st March, 2019, as recommended by the Board of Directors, if declared at the Meeting, will be paid, subject to the provisions of the Companies Act, 2013, on or after Tuesday, 17th September, 2019, in respect of shares held in physical form, to those Members whose names appear on the Register of Members as on Tuesday, 17th September, 2019, and in respect of shares held in dematerialised form, to those "Deemed Members" whose names appear in the statement of Beneficial Ownership furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") at the close of business hours on Tuesday, 10th September, 2019.
9. With a view to provide protection against fraudulent encashment of dividend warrant, Members are requested to provide the bank account numbers along with the names and addresses of the concerned banks to enable the Company to incorporate the said details in the dividend warrants. Further, the Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form.
10. Pursuant to Provisions of Sections 124 and 125 of the Companies Act, 2013 (Section 205A and 205C of erstwhile Companies Act, 1956), any money transferred to the Unpaid Dividend Account which remains unpaid or unclaimed for a period of 07 (seven) years from the date of such transfer, shall be transferred by the Company to a fund called "Investor Education and Protection Fund" (the "IEPF") established by the Central Government.

Accordingly, the unclaimed dividends up to the financial year 2010-2011 have been transferred by the Company to the IEPF.

The unpaid / unclaimed dividend for the financial year 2011-12 and onwards will become transferable to the IEPF at the end of 07 (seven) years from the respective dates of transfer of such amounts to the Unclaimed Dividend Accounts of the Company. Members are, therefore, requested to check and send their claims, if any, for the relevant financial year 2011-12 and onwards before the respective amounts become due for transfer to the IEPF.

The Ministry of Corporate Affairs ("MCA") notified the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 on 5th September, 2016 ("IEPF Rules"), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial year 2011-2012 and onwards, as on the date of the 41st Annual General Meeting of the Company held on 11th September, 2018, on the website of the Company viz. www.garwarefibres.com.

Members are also requested to note that, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Rules, the Company is obliged to transfer all shares, in respect of which dividend has remained unpaid or unclaimed for 07 (seven) consecutive years or more to demat account of the IEPF Authority to be opened for said purpose.

In compliance with the aforesaid Rules, the Company has transferred equity shares pertaining to financial year 2010-11 to IEPF Authority after providing necessary intimation to concern Members.

The eligible Members are entitled to claim the shares or apply for refund of dividend to IEPF Authority by making an application in prescribed Form.

11. Members / Proxies / Authorised Representatives attending the Meeting are requested to bring their copies of Annual Report along with duly filled attendance slips.
12. Members who hold shares in dematerialised form are requested to write their DP ID. and Client ID. Numbers and those who hold shares in physical form are requested to write their Folio Numbers in the attendance slips for attending the Meeting.
13. Queries, if any, on the accounts should be sent to the Company at its Registered Office such that the Company will receive the same at least 07 (seven) days before the Meeting.
14. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Non-Resident Indian Members are requested to inform the Company, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their Bank Account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company for consolidation of their holdings into a single folio.

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the Members at the Meeting.
19. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company / DP unless any Member has requested for a hard copy of the same. Accordingly, the Annual Report of the Company for the financial year ended 31st March, 2019, will be sent in electronic form to those Members who have registered their e-mail addresses with their DPs which are made available to the Company by the Depositories. However, in case a Member wishes to receive a physical copy of the Annual Report, such Member is requested to send an e-mail duly quoting his folio / DP ID and Client ID, as the case may be, to secretarial@garwarefibres.com / pune@linkintime.co.in. Please note that the Annual Report will also be uploaded on the website of the Company viz. www.garwarefibres.com.
20. As per the provisions of the Regulation 40 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore, Members who still hold share certificates in physical form are advised to get their shares dematerialised.
21. All documents referred to in this Notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days (except Saturday, Sunday and Public Holidays) of the Company between 11.00 a.m. to 1.00 p.m. upto the date of this Meeting and at the venue of this Meeting for the duration of this Meeting.
22. Disclosure pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard – 2 on General Meetings issued by Institute of Company Secretaries of India with respect to Director seeking re-appointment / appointment / continuation of appointment at the Meeting is given in explanatory statement annexed to this Notice.

I. Voting through electronic means

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote at the Forty-Second Annual General Meeting of the Company by Electronic Means ("e-Voting") and the business may be transacted through e-Voting services provided by CDSL.
- (ii) For Members attending the Meeting who have not cast their vote by remote e-Voting, the Company shall be making arrangements for the Members to cast their votes in respect to the business stated in this Notice through polling paper. The Members who have cast their votes by remote e-Voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

II. The instructions for e-voting are as under:

- (i) The voting period begins on Saturday, 14th September, 2019, (9.00 a.m.) and ends on Monday, 16th September, 2019, (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date Tuesday, 10th September, 2019 may cast their vote electronically.
The e-Voting module shall be disabled by CDSL for voting thereafter and Members shall not be allowed to vote beyond the said date and time. A person, who is not member as on Cut-off date should treat this Notice for information purposes only.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-Voting website www.evotingindia.com.
- (iv) Click on "Shareholders" / "Members" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:
For Members holding shares in Demat Form and Physical Form

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / DP are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Bank Account Number Or Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the Depository or Company, please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of the Company on which you choose to vote.

- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly, modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password, then, enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xix) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Members & Custodians:
- Non-individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a Compliance User using the admin login and password. The Compliance User would be able to link the account(s) linked in the login which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same or the same may be sent by email to the scrutinizer at deulkarcs@gmail.com.
- (xxi) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Sunil Agarwal, Company Secretary at the Registered office address or Tel. (020) 27990000 or e-mail at secretarial@garwarefibres.com.
- (xxii) Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch date of this Notice and holds shares as of the Cut-off date i.e. Tuesday, 10th September, 2019 and whose PAN is not updated nor received the intimation of sequence number, may obtain the login ID and sequence number by sending a request to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company.
- III. a. Mr. S. V. Deulkar, Partner (CP No. 965) or failing him Mr. Sridhar Mudaliar, Partner (CP. No. 2664) of M/s. S. V. D. & Associates, Company Secretaries (CP No. 965) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner and in accordance with the applicable laws.
- b. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least 02 (two) witnesses not in the employment of the Company and make, not later than 48 (forty-eight) hours of the conclusion of the Meeting, 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 who shall countersign the same.
- c. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be communicated to Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to the business mentioned under Item Nos. 4 to 10 of the accompanying Notice dated 30th May, 2019.

Item No. 4:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records in respect of the products covered under the said Rules for the financial year ending on 31st March, 2020. Accordingly, M/s Joshi Apte & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the financial year 2019-20 by the Board of Directors in its meeting held on 30th May, 2019, on the recommendation of the Audit Committee of the Company for conducting the audit of the concerned cost records maintained by the Company.

The Board of Directors has fixed a remuneration of Rs. 5,60,000/- (Rupees Five Lakh Sixty Thousand only) plus applicable taxes and re-imbursment of actual traveling and out-of-pocket expenses. In terms of Section 148(3) of the Companies Act, 2013 and Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the cost auditors, as fixed by the Board of Directors is required to be ratified by the Company.

None of the Directors and Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board of Directors commends the resolution set out at Item No. 4 for ratification by the Members of the Company as an Ordinary Resolution.

Item No. 5:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in pursuance of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Director of the Company at their meeting held on 30th May, 2019, appointed Ms. Mallika Sagar (DIN 02228386), as an Additional Director, who holds office up to the date of this Annual General Meeting.

Pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors recommends the appointment of Ms. Mallika Sagar as Non-executive Woman Independent Director of the Company with effect from 30th May, 2019, to hold the office for a term of 18 (Eighteen) months or till the conclusion of the next Annual General Meeting of the Company, whichever is earlier and who shall not be liable to retire by rotation.

Ms. Mallika Sagar has submitted a declaration in writing that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(i)(b) of the SEBI (LODR) Regulations, 2015.

The Company has also received from her, (i) consent in writing to act as a Director, in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration that she is not debarred or disqualified from holding the office of Director, by virtue of any order passed by SEBI, Ministry of Corporate Affairs or any other such Authority.

The Company has received a notice in writing from a Member under the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Mallika Sagar for the office of Director of the Company.

The Board of Directors considers that her rich business / industry experience of over 20 years, especially in the field of Sales and Marketing would be of immense use to the Company. In the opinion of the Board of Directors, Ms. Mallika Sagar fulfils the criteria of Independent Director, as envisaged in Section 149(6) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

Copy of draft letter setting out the terms and conditions of appointment of the above Director shall be open for inspection in physical or in electronic form by the Members at the registered office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors commends the resolution set out at Item No. 5 for approval of the Members of the Company as an Ordinary Resolution.

Ms. Mallika Sagar is not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

Except Ms. Mallika Sagar, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution under the resolution mentioned at Item No. 5.

Brief profile of Ms. Mallika Sagar:

Ms. Mallika Sagar (aged 43 years) is having Bachelor of Arts degree in History of Art from Bryn Mawr College in the United States and trained as an Auctioneer with world renowned auction house Christie in New York.

Ms. Mallika Sagar has experience of more than twenty years, in the field of sales and auction of Ancient, Modern and Contemporary Indian Art. Ms. Sagar has developed a wide network of contact with prominent people from diverse field. She has served on the advisory panel of the National Gallery of Modern Art, Mumbai.

Ms. Mallika Sagar is also Director of Manisha Trading and Investments Pvt. Ltd. and Mara Trading Pvt. Ltd. She does not hold Membership / Chairmanship of Committees of other Boards.

Ms. Mallika Sagar does not hold any shares in the Company.

Item No. 6 & 7:

The Members of the Company at 37th Annual General Meeting of the Company held on 25th September, 2014, approved the appointments of Mr. R. M. Telang (DIN 00092103) and Mr. S. P. Kulkarni (DIN 00003914) as Non-executive Independent Directors of the Company, for a term of 05 (five) consecutive years. The said term shall expire on 24th September, 2019.

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ["SEBI (LODR) Regulations, 2015"] the Members of the Company at the 41st Annual General Meeting held on 11th September, 2018, had passed the Special Resolution for continuing the appointment of Mr. R. M. Telang, being more than 75 years of age, as Non-executive Independent Director of the Company to hold the office for the remaining term of his appointment, i.e. upto 24th September, 2019.

As per the provisions of Section 149(10) of the Companies Act, 2013, Independent Director shall be eligible for re-appointment for another term of upto 05 (five) consecutive years on the Board of a Company upon passing of Special Resolution by the Members of the Company.

Accordingly, the Board of Directors of the Company at their meeting held on 30th May, 2019, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, recommend the re-appointment of Mr. R. M. Telang (aged 77 years) and Mr. S. P. Kulkarni as Non-Executive Independent Directors of the Company to hold offices for a second term of 05 (five) consecutive years with effect from 25th September, 2019, as set out in the Resolutions relating to their respective re-appointment.

The Company has received notices in writing from Members under the provisions of Section 160 of the Companies Act, 2013, proposing the candidatures of Mr. R. M. Telang and Mr. S. P. Kulkarni for the office of Directors of the Company.

Mr. R. M. Telang and Mr. S. P. Kulkarni have submitted declarations in writing that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (LODR) Regulations, 2015.

The Company has also received from them, (i) consents in writing to act as Directors, in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimations in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they have not disqualified under Section 164 (2) of the Companies Act, 2013 and (iii) declarations that they are not debarred or disqualified from holding the office of Directors, by virtue of any order passed by SEBI, Ministry of Corporate Affairs or any other such Authority.

The experience of both Mr. R. M. Telang and Mr. S. P. Kulkarni in the business domain, in which the Company operates, has been a immense value to the Company and their contribution in the decision making by the Board of Directors is equally valuable.

The Board of Directors is of the opinion that both Mr. R. M. Telang Mr. S. P. Kulkarni are the persons of integrity, possess vast experience and their rich experience of over 50 years and 45 years respectively, and their association as Non-executive Independent Directors would be of immense use and beneficial and in the best interest of the Company.

In the opinion of the Board of Directors, Mr. R. M. Telang and Mr. S. P. Kulkarni fulfils the criteria of Independent Director, as envisaged in Section 149(6) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

Further, pursuant to provision of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, consent of the Members by way of Special Resolution is also required for continuation of a Non-executive Director beyond the age of 75 (seventy five) years. Mr. R. M. Telang is more than 75 (seventy five) years of age. The Special Resolution under Item No. 6, once passed, shall also be deemed as your approval as required under the SEBI (LODR) Regulations, 2015 for appointment of Mr. R. M. Telang as Independent Director.

Copy of draft letters setting out the terms and conditions of appointment of the above Directors shall be open for inspection in physical or in electronic form by the Members at the registered office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors commends the resolutions set out at Item Nos. 6 & 7 for approval of the Members of the Company as Special Resolutions. Mr. R. M. Telang and Mr. S. P. Kulkarni are not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

Except Mr. R. M. Telang and Mr. S. P. Kulkarni none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolutions mentioned at Item Nos. 6 & 7.

Brief profile of Mr. R. M. Telang:

Mr. R. M. Telang (aged 77 years), is a B. Tech. (Chemical Engineer), graduated in the year 1963 from Nagpur University. Mr. R. M. Telang is having more than 50 years of rich experience in the field of polymer and chemical technology.

Mr. R. M. Telang, has been closely associated with the Company since the beginning and had served the Company as Technical Director from 1977 to 1989 and thereafter, as a Whole-time Technical Director till he retired in April 2000.

Mr. R. M. Telang was associated in setting up manufacturing units for Garware Marine Industries Limited and Cordage and Fish Net Divisions of Garware Technical Fibres Limited and also in setting up manufacturing unit of Garware Elastomerics Limited and Garware Bestretch Limited.

Mr. R. M. Telang was first appointed on the Board on 1st July, 1989.

Mr. R. M. Telang holds Directorship in Oceanic Floats Private Limited. He does not hold Membership / Chairmanship of Committees of other Boards.

Mr. R. M. Telang does not hold any shares in the Company.

Other details such as the number of Meetings of the Board attended during the financial year 2018-19 and remuneration drawn has been given in Corporate Governance Report, which forms part of the Annual Report.

Brief profile of Mr. S. P. Kulkarni:

Mr. S. P. Kulkarni (aged 69 years) holds a Bachelor's degree in Electrical Engineering from Pune University and a Masters degree on Management Studies from Bombay University both in first class with distinction.

Mr. Kulkarni joined Garware Nylons Limited as a Management Trainee in the year 1973 and rose to the position of Executive Director. Later, Mr. Kulkarni also worked as a Head of Exports and Projects Group of Garware-Wall Ropes Ltd. (now known as Garware Technical Fibres Ltd.)

Thereafter, Mr. Kulkarni worked in Garware Elastomerics Limited, for thirteen years, out of which, for more than nine years, as Director / Whole-time Director until his retirement on 30.04.2011.

During his professional career of over 45 years, Mr. Kulkarni has been involved in various functional areas such as general management, accounts and finance, manufacturing, engineering, technology, administration, commercial, marketing, exports, diversification and expansion projects, etc.

Mr. Kulkarni was first appointed on the Board on 21st July, 2007.

Mr. Kulkarni is Director of Deshmukh & Co. (Publishers) Private Limited. He does not hold Membership / Chairmanship of Committees of other Boards.

Mr. Kulkarni does not hold any shares in the Company.

Other details such as the number of Meetings of the Board attended during the financial year 2018-19 and remuneration drawn has been given in Corporate Governance Report, which forms part of the Annual Report.

Item No. 8:

The Members of the Company at the 39th Annual General Meeting of the Company held on 10th August, 2016, had approved the re-appointment of Mr. V. R. Garware (DIN 00092201) as the Managing Director designated as Chairman & Managing Director (CMD) of the Company and the terms of his re-appointment including remuneration payable to him for the period from 1st December, 2016 to 30th November, 2021 as per the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, by way of passing of an Ordinary Resolution.

Further, at the 40th Annual General Meeting of the Company held on 4th August, 2017, the Members of the Company, by passing of the Special Resolution, partially modified terms and conditions of re-appointment of Mr. V. R. Garware, relating to commission to be paid to Mr. V. R. Garware, Chairman & Managing Director of the Company, every year, based on the performance of the Company for that particular year, such that total remuneration for any financial year shall not exceed 10 (ten) percent of the net profits of the Company from 1st April, 2017, till remainder of term of his appointment i.e., upto 30th November, 2021 by keeping other terms and conditions of his appointment unchanged.

The newly inserted Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds rupees Rs. 5 Crore (Rupees Five Crore only) or 2.5 per cent of the net profits of the listed entity, whichever is higher;

Mr. V. R. Garware is a promoter of the Company, and therefore, the provisions of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 gets attracted.

As stated hereinabove, the Members have already passed a Special Resolution at the 40th Annual General Meeting of the Company held on 4th August, 2017, inter alia, according to its approval for the payment of remuneration to Mr. V. R. Garware, such that total remuneration for any financial year shall not exceed 10 (ten) percent of the net profits of the Company. However, the approval of the Members is specifically sought, to comply with requirements stipulated in above referred SEBI (LODR) Regulation.

The Board of Directors commends the resolution set out at Item No. 8 for approval of the Members of the Company as a Special Resolution.

Except Mr. V. R. Garware and Ms. Mayuri V. Garware, being related to Mr. V. R. Garware, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution under the resolution mentioned at Item No. 8.

Item No. 9

Section 180(1)(c) of the Companies Act, 2013 permits the Company to borrow money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium, only if the same is approved by the Members of the Company.

Considering long term strategic and business objectives and meeting working capital requirements of the Company, it is considered expedient to approach the Members of the Company to approve the limit so as to authorise the Board of Directors to borrow from time to time, any sum or sums of money, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent amount in any other foreign currency as it may deem requisite for the purpose of the business of the Company.

The Board of Directors commends the resolution set out at Item No. 9 for approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 10

The Company has been making investments in and giving loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person(s) / other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) / body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Companies Act, 2013, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term strategic and business objectives of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to person(s) / bodies corporate(s), from time to time, prior approval of the Members is being sought.

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members of the Company by way of Special Resolution for an amount not exceeding Rs. 500 Crores. (Rupees Five Hundred Crores only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided or to be provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board of Directors commends the resolution set out at Item No. 10 for approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTY-SECOND ANNUAL GENERAL MEETING**Dr. Shridhar Shrikrishna Rajpathak (DIN 00040387):**

Dr. Shridhar Shrikrishna Rajpathak (DIN No. 00040387) (aged 69 years) holds B.Com (Hons), P.G.D.B.M. and M.B.S. (Marketing) degree from University of Pune. He has also been awarded Ph. D. on thesis subject- "A Treatise on Utilization of Fisheries Resources for Sustainable Growth".

During his professional career of more than 46 years, Dr. Rajpathak has been involved in various functional areas such as accounting and finance, costing, marketing, indirect taxation, export procedure, international laws on taxation, etc. Dr. Rajpathak was closely associated with Garware Technical Fibres Limited for last 22 years. He was involved in overall strategic Management and looking after all commercial activities of the organization.

Dr. Rajpathak was first appointed on the Board on 24th May, 2017.

Dr. Rajpathak holds Directorship in Garware Environmental Services Pvt. Ltd. He does not hold Membership / Chairmanship of Committees of other Boards and does not hold any shares in the Company.

Dr. Rajpathak holds 300 shares of the Company as on 31st March, 2019 and he is not related to any other Director and Key Managerial Personnel of the Company.

Other detail such as the number of Meetings of the Board attended during the financial year 2018-19 and remuneration drawn has been given in Corporate Governance Report, which forms part of the Annual Report.

By Order of the Board of Directors

Sunil Agarwal
Company Secretary
FCS No.: 6407

Pune,
30th May, 2019



GARWARE
TECHNICAL FIBRES

Better Ideas in Action

Garware Technical Fibres Limited

(Formerly Garware-Wall Ropes Limited)

Regd. Off.: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411 019.

CIN: L25209MH1976PLC018939; Telephone No.: (+91-20) 27990000;

E-mail: pune_admin@garwarefibres.com;

Website: www.garwarefibres.com

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

PROXY FORM

CIN: L25209MH1976PLC018939

Name of the Company: Garware Technical Fibres Limited (Formerly Garware-Wall Ropes Limited)

Registered Office: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411 019.

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No. / Dp. Id. & Client Id: _____

I/We being the Member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him / her
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him / her
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him / her

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the FORTY-SECOND (42nd) ANNUAL GENERAL MEETING of the Company to be held on Tuesday, 17th September, 2019 at 10:30 a.m. at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Ltd., H-Block, Plot No. C-181, off Old Pune-Mumbai Highway, Chinchwad, Pune - 411 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Description
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2019, together with the Reports of the Board of Directors and Auditors; and b. the Audited Consolidated Financial Statements for the financial year ended 31 st March, 2019 and the Report of the Auditors.
2	To declare a dividend on equity shares for the Financial Year ended 31 st March, 2019.
3	To appoint a Director in place of Dr. S. S. Rajpathak (DIN 00040387), who retires by rotation and, being eligible, offers himself for re-appointment.
4	Ratification of Cost Auditors' remuneration.
5	Appointment of Ms. Mallika Sagar (DIN 02228386) as a Non-executive Independent Director of the Company.
6	Re-appointment of Mr. R. M. Telang (DIN 00092103) as a Non-executive Independent Director of the Company.
7	Re-appointment of Mr. S. P. Kulkarni (DIN 00006914) as a Non-executive Independent Director of the Company.
8	To approve the continuation of payment of remuneration to Mr. V. R. Garware (DIN 00092201), Chairman & Managing Director of the Company
9	To approve the borrowing limit pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013
10	To approve the limit for Loans and Investment by the Company pursuant to the provisions of Section 186 of the Companies Act, 2013

Signed this..... day of, 2019

Signature of Member : _____

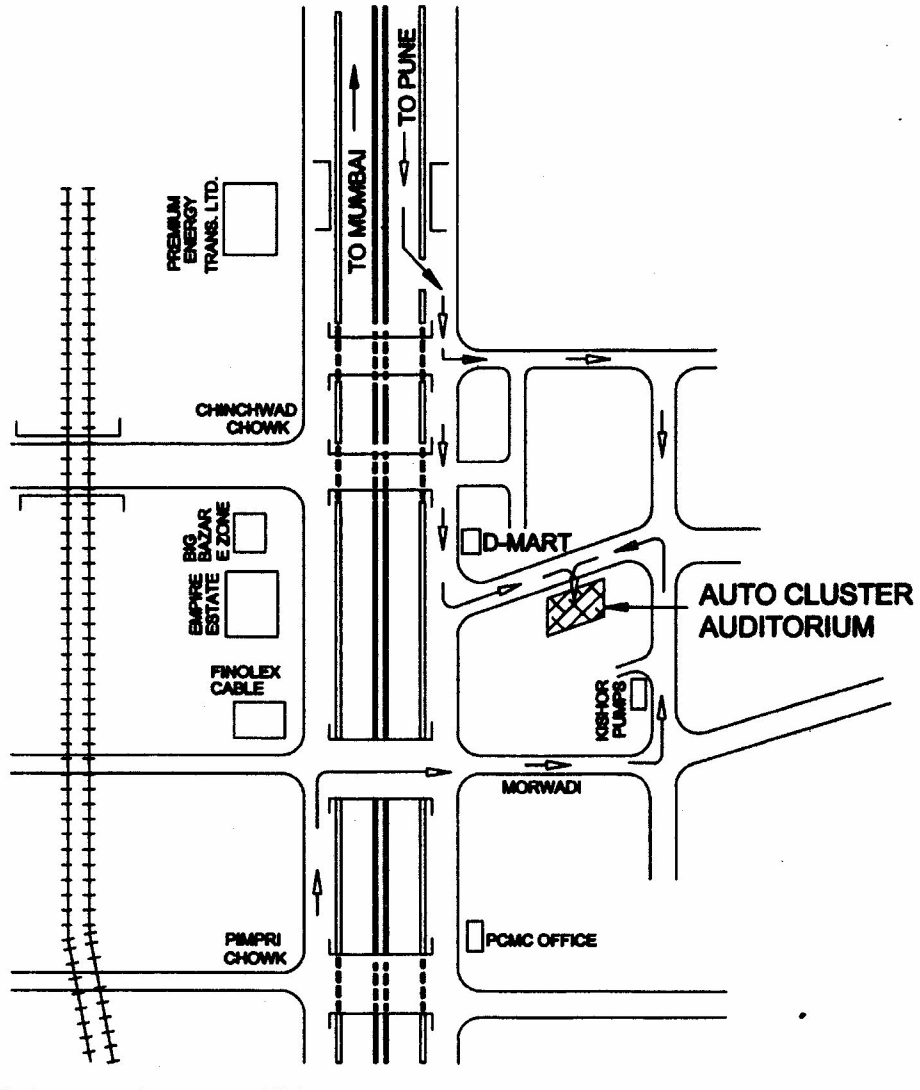
Signature of Proxy holder(s) : _____

Revenue
Stamp

Note:

- (i) 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 forty-eight (48) hours before the commencement of the FORTY-SECOND (42nd) ANNUAL GENERAL MEETING of the Company.
- (ii) A Proxy may vote either for or against each resolution.

**ROAD MAP-AUTO CLUSTER AUDITORIUM
GARWARE TECHNICAL FIBRES LIMITED
(Formerly Garware-Wall Ropes Limited)**





ATTENDANCE SLIP
(To be presented at the entrance)

Sr. No.:

Folio No. / DP ID & Client ID	
Name and address of the first named Member	
Name of Joint Holder(s), if any	
No. of Shares held	
Full Name of the Member / Proxy / Authorized Representative attending the Meeting	

I/we certify that I am /we are Member(s)/Proxy for the Member(s) of the Company.

I/we hereby record my/our presence at the FORTY-SECOND (42nd) ANNUAL GENERAL MEETING of the Company (the "Meeting") held on Tuesday, 17th September, 2019 at 10.30 a.m. at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Limited, H-Block, Plot No. C-181, Off Old Pune-Mumbai Highway, Chinchwad, Pune - 411 019.

Member's / Proxy's Signature

Signature of Joint Holder(s)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	Sequence No.
190808030	

**Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN as mentioned in the Sequence Number field.*

Notes:

1. Please read the instructions printed under the Notes to the Notice of the 42nd Annual General Meeting to be held on Tuesday, 17th September, 2019 at 10.30 a.m.
2. The remote e-Voting period starts from Saturday, 14th September, 2019, (9:00 a.m.) and ends on Monday, 16th September, 2019 (5:00 p.m.). The voting module shall be disabled by Central Depository Services (India) Limited ("CDSL") for voting thereafter.
3. Shareholders / Proxy holders are requested to bring the Attendance Slips with them at the venue of the Meeting and hand them over at the entrance after affixing their signature on them. Joint Shareholders may obtain additional Attendance Slips at the entrance.
4. Only Shareholders of the Company and / or their Proxy will be allowed to attend the Meeting.

Garware Technical Fibres Limited

(Formerly Garware-Wall Ropes Limited)

Regd. Off.: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411 019.
CIN: L25209MH1976PLC018939 ; Telephone No.: +91-020-27990000/0306
E-mail: pune_admin@garwarefibres.com ; Website: www.garwarefibres.com