

February 20, 2026

The Compliance Manager
BSE Limited
Corporate Relationship Dept.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.
Scrip Code: **500655**

The Manager, Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051.
Trading Symbol: **GRWRHITECH**

Subject: Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice alongwith explanatory statement for seeking the approval of members of the Company by passing Special Resolution for appointment of Mr. Uday V. Joshi (DIN: 09753984) as a Whole-time Director of the Company, by way of remote e-voting process.

Postal Ballot notice is being sent to all the members whose name appears in the Company's Register of Members/ records of depositories as on the cut-off date i.e. **Tuesday, February 17, 2026**, through electronic mail to those members whose email ids are registered in the records with Depositories / Company's Registrar and Share Transfer Agent. The communication of assent/ dissent of the members will take place only through the remote e-voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to the said Notice. Eligible Member whose e-mail address is not registered with the Depositories / Company's Registrar and Share Transfer Agent, are requested to follow the process provided in the Notes of Postal Ballot Notice.

GARWARE HI-TECH FILMS LIMITED

CORPORATE OFFICE :

GARWARE HOUSE, 50-A, SWAMI NITYANAND MARG
VILE PARLE (EAST), MUMBAI – 400 057.
TEL: 0091-22-6698 8000 (15 LINES)
WEBSITE: www.garwarehitechfilms.com
CIN: L10889MH1957PLC010889

REGD. OFFICE: NAIGAON, P.O. WALUJ,
CHHATRAPATI SAMBHAJINAGAR – 431 133 (INDIA)

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. The e-voting period will commence on **Monday, February 23, 2026 (9:00 a.m. IST) and end on Tuesday, March 24, 2026 (at 5:00 p.m. IST)**. The e-voting module shall be disabled by NSDL soon thereafter. Member(s) are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-voting system.

The postal ballot results will be announced on or before **Thursday, March 26, 2026** and the said results will be submitted to the Stock Exchanges.

The Postal Ballot Notice is also available on the Company's website at www.garwarehitechfilms.com and on the website of NSDL at www.evoting.nsdl.com.

Thanking you,

For **Garware Hi-Tech Films Limited**

Awaneesh Srivastava
Company Secretary
FCS 8513

Enclosed : a/a



GARWARE HI-TECH FILMS LIMITED

(CIN: L10889MH1957PLC010889)

Registered Office: Naigaon, Post Waluj,
Chhatrapati Sambhajnagar – 431 133.

Website: www.garwarehitechfilms.com Email: cs@garwarehitech.com

Tel. No.: 022 6698 8000

NOTICE OF POSTAL BALLOT

(No.2/PB/2025-26)

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]

To,
The 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 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) 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 and as amended from time to time), for seeking members’ consent, to pass the special Resolution as set out in this notice is proposed for the consideration by the Members of the Company for passing by means of Postal Ballot by Voting through Electronic Means only (“**Remote e-Voting**”).

The explanatory statement pertaining to the said resolution, pursuant to Section 102 and other applicable provisions of the Act read with the Rules made thereunder and SS-2, setting out all material facts relating to the resolutions is annexed hereto.

In compliance with the MCA Circulars, the Company is sending Postal Ballot Notice by e-mail to all its Members who have registered their email addresses with the Company / Registrar and Share Transfer Agent (“**RTA**”) / or depository/ depository participants. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent/ dissent of the members will take place only through the Remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice. Eligible Member whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and the provisions of Section 108 and 110 of the Act read with the Rules made thereunder and MCA Circulars, and the SS-2, the Company is pleased to provide Electronic Voting (“**e-voting**”) facility only to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. For this purpose, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facility. The e-voting facility is available and commences from **Monday, February 23, 2026 9:00 A.M. (IST) and ends on Tuesday, March 24, 2026 at 5:00 P.M. (IST)** For e-voting, please read carefully the “**Procedure/Instructions for e-voting**” contained in the notes to this Notice.

The Board of Directors of the Company (hereinafter called the “**Board**”), in compliance with the Rules, has appointed Mr. Mannish L. Ghia (Membership No. FCS: 6252 and CP No. 3531), Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, as Scrutinizer (hereinafter called the “**Scrutinizer**”), for conducting the said Postal Ballot process in a fair and transparent manner.

After completion of the scrutiny of votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any other 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 Thursday, March 26, 2026**. 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 <http://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 **Tuesday, March 24, 2026** i.e. being the last date of Remote e-voting.

SPECIAL BUSINESS:

1. Appointment of Mr. Uday Vasant Rao Joshi (DIN: 09753984), as a Whole Time Director of the Company and minimum remuneration to be paid in case of inadequacy of profit.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, subject to such consents and permissions as may be required, Mr. Uday Vasant Rao Joshi (DIN: 09753984), who was appointed as an Additional Director of the Company with effect from February 1st, 2026 pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a ‘Director’ of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), and Articles of Association of the Company and subject to such other regulatory approvals, permissions and sanctions, as may be required, and based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Uday Vasant Rao Joshi (DIN: 09753984) as Whole Time Director of the Company, liable to retire by rotation, for a period of three (3) consecutive years with effect from February 1st, 2026, on the terms and conditions including payment of remuneration as recommended by Nomination and Remuneration Committee and approved by Board of Directors, with further liberty to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee or any other committee of the Board), to alter and vary the said terms and conditions including remuneration from time to time as it may deem fit and as may be acceptable to Mr. Uday Vasant Rao Joshi, as set out herein;

Remuneration:

A gross remuneration of Rs. 1,11,06,000/- per annum payable @ 9,25,500/- per month (inclusive of all).

Other:

Further, he will be entitled for reimbursement of petrol expenses, and telephone/ mobile bills. The monetary value of the perquisites will be calculated in accordance with the Income Tax Rules wherever applicable in absence of any such rules, perquisites and allowances being part of his remuneration, are subject to Income Tax / GST as applicable.

He shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- a) He will also be entitled to reimbursement of entertainment expenses actually incurred by him in the course of business of the Company.
- b) He will also be entitled to the reimbursement of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company.

RESOLVED FURTHER THAT so long as Mr. Uday Vasantryao Joshi functions as Whole Time Director of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

RESOLVED FURTHER THAT if in any financial year during the currency of his tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Mr. Uday Vasantryao Joshi, the remuneration as specified above as and by way of minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee or any other committee of the Board), be and is hereby authorized to alter, vary or modify the scope and terms of remuneration, perquisites, benefits and amenities, as provided under the provisions of the Act and Schedule V of the Act, payable to Mr. Uday Vasantryao Joshi any time during the currency of his tenure, in such manner as may be agreed between the Board and Mr. Uday Vasantryao Joshi and for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary and take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

By Order of the Board of Directors
For **Garware Hi-Tech Films Limited**

Place: Mumbai
Date: January 31st, 2026

Sd/-
Awaneesh Srivastava
Company Secretary
FCS 8513

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), setting out material facts and reasons for the proposed Resolution, is annexed hereto for your consideration.
2. The relevant details, pursuant to the SEBI Listing Regulations and SS-2, in respect of the Director seeking appointment is 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 **Tuesday, February 17, 2026 (“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 / the Company's Registrar and Share Transfer Agent. The manner of voting on the proposed Special Resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes will not be sent to the Members for this Postal Ballot.
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., **Tuesday, February 17, 2026**. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
5. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of remote e-Voting process can be downloaded from the Company's website i.e., www.garwarehitechfilms.com, website of the stock exchanges i.e. BSE Limited (www.bseindia.com) and the National Stock Exchanges Limited (www.nseindia.com) and on the website of NSDL e-voting (www.evoting.nsdl.com).
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 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 the facility to the Members to cast their vote by electronic means through remote e-voting services provided by NSDL on the Resolution set forth in this Postal Ballot Notice.

The instructions for remote e-voting form part of this Notice. The e-voting period shall commence on **Monday, February 23, 2026 9:00 A.M. (IST) and ends on Tuesday, March 24, 2026 at 5:00 P.M. (IST)**. E-Voting shall not be allowed beyond the said date and time.

7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or to Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (hereinafter referred as “MUFG Intime”) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, in case the shares are held by them in physical form.
8. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
9. The Board of Directors of the Company has appointed Mr. Mannish L. Ghia (Membership No. FCS: 6252 and CP No. 3531), Partner of M/s. Manish Ghia & Associates, Company Secretaries, as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-Voting process, in accordance with the law and in a fair and transparent manner.
10. The Scrutinizer shall after scrutinizing and 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.

11. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other person authorised by him, after the completion of scrutiny of e-Voting. Results of e-voting by Postal Ballot along with the Scrutinizer's Report shall be announced **on or before Thursday, March 26, 2026** at the Registered Office of the Company situated at Naigaon, Post Waluj, Chhatrapati Sambhajnagar (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, on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com> and on the Notice Board of the Company for at least three days at its Registered Office.
12. 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 e-voting.
13. 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 sending this Notice till the last date for e-Voting i.e. **Tuesday, March 24, 2026**.
14. 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 having wide circulation in India (in English language) and one Marathi daily newspaper circulating in Maharashtra (in Marathi language) of the district where the registered office of the Company is situated i.e. Chhatrapati Sambhajnagar (Aurangabad) and having wide circulation in Maharashtra (in vernacular language).
15. In case any Member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to mufg.update@in.mpms.mufg.com, investor.helpdesk@in.mpms.mufg.com, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), C-101, 24X7 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Phone Number: +91-8108116767.

Procedure/Instructions for e-voting

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 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 can be downloaded from the link www.garwarehitechfilms.com.

The e-voting period commences on **Monday, February 23, 2026 9:00 A.M. (IST) and ends on Tuesday, March 24, 2026 at 5:00 P.M. (IST)**. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall be disabled for voting after 5:00 p.m. on **Tuesday, March 24, 2026**. Once the vote on a resolutions 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"><li data-bbox="539 512 1398 860">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="539 871 1398 1249">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.<li data-bbox="539 1261 1398 1393">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="539 1404 1398 1823">4. 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. 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 be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="539 1834 1398 1933">5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|---|
| | <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 use 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.com or call at 022 - 4886 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 |

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 101456 then user ID is 101456001*** |

5. 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.com 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. (EVEN of the Company for this Postal Ballot is “**138629**”)
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 scrutinizer@mgconsulting.in with marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre, Manager, NSDL 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:

- (a) **Registration of email addresses with MUFG Intime India Private Limited (RTA):** The Company has made special arrangements with RTA for the registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to RTA **on or before 5 p.m. IST on Friday, March 20th, 2026**. The process to be followed for registration of an e-mail address is as follows:
- i. Visit the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html
 - ii. Select the Name of the Company from the dropdown.
 - iii. Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers.
 - iv. Enter your Mobile No and email id and click on the Continue button.
 - v. The system will send OTP on Mobile and Email IDs.
 - vi. Upload a self-attested copy of your PAN card and Address proof viz Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
 - vii. Enter the OTP received on your Mobile and Email Address.
 - viii. The system will then confirm the e-mail address for receiving this Postal Ballot Notice.
- After the successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice with the e-Voting user ID and password. In case of any queries, Members may write to csg-unit@linkintime.co.in or evoting@nsdl.com.
- (b) 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.
- (c) 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.
- (d) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- (e) 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**

Place: Mumbai
Date: January 31st, 2026

Sd/-
Awaneesh Srivastava
Company Secretary
FCS 8513

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act'):

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under resolution of the accompanying Notice.

ITEM NO. 1:

Appointment of Mr. Uday Vasantao Joshi (DIN: 09753984), as a Whole Time Director of the Company and minimum remuneration to be paid in case of inadequacy of profit.

The Members are informed that Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on January 22, 2026, approved the appointment of Mr. Uday Vasantao Joshi (DIN: 09753984) as an 'Additional Director' of the Company w.e.f. February 1st, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013.

Mr. Uday V. Joshi is having qualification of B.E. (Production) from VJTI Mumbai and Post graduate Diploma in Finance and Management from Indira Gandhi National Open University (IGNOU). He has around 35 years of Experience in Projects, Manufacturing of BOPET films, Process, Quality Control, Technical services, Process Enhancements and Resource management in BOPET film Manufacturing industry.

Mr. Uday V. Joshi has conveyed his consent to act as a 'Director' of the Company and he also confirmed that he is not disqualified from being appointed in terms of Section 164 of the Companies Act, 2013 and he has not been debarred or disqualified from being appointed as Director of a company by the Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Accordingly, it is proposed to appoint Mr. Uday V. Joshi as a 'Director' of the Company liable to retire by rotation, and the Board of Directors recommended to the Members of the Company for its approval. The Company has received a notice from a member signifying his candidature as a Director of the Company, under provisions of the Companies Act, 2013.

Based on the recommendations of the the Nomination and Remuneration Committee and taking into consideration, the educational qualification, expertise, previous experience and long-term association with the Company, the Board of Directors, at its meeting held on January 22nd, 2026, decided that it would be in the best interest of the Company to appoint Mr. Uday V. Joshi on the Board as a 'Whole-Time Director' of the Company. In view of the same, the Board of Directors proposes to appoint Mr. Uday V. Joshi as a Whole-time Director of the Company for a period of 3 (Three) years, commencing from February 1st, 2026 till January 31st, 2029 liable to retire by rotation, subject to the approval of the Members of the Company. The Board also approved the terms and conditions of his re-appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article of Association of the Company, subject to the approval of the Members of the Company. The Audit Committee has also approved the terms and conditions of his appointment including remuneration.

Mr. Uday V. Joshi meets the criteria laid-down in as set out in section 196, Part I of Schedule V as also under sub-section 11 of Section 197 of the Companies Act, 2013 for being eligible to be appointed as a Whole Time Director the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution as a Special Resolution

The draft agreement between the Company and Mr. Uday V. Joshi, *inter-alia*, contains the following terms and conditions:

Remuneration:

A gross remuneration of Rs. 1,11,06,000/- per annum payable @ 9,25,500/- per month (inclusive of all).

Other:

Further, he will be entitled for reimbursement of petrol expenses, and telephone/mobile bills. The monetary value of the perquisites will be calculated in accordance with the Income Tax Rules wherever applicable in absence of any such rules, perquisites and allowances being part of his remuneration, are subject to Income Tax / GST as applicable.

He shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- a) He will also be entitled to reimbursement of entertainment expenses actually incurred by him in the course of business of the Company.
- b) He will also be entitled to the reimbursement of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company.

The remuneration payable to Mr. Uday V. Joshi as a Whole Time Director has been approved by the Nomination & Remuneration Committee of the Board of Directors and also Board of Directors at their respective meeting held on January 22nd, 2026.

Any increment in salary, perquisites, and allowances and remuneration based on net profits payable to Mr. Uday V. Joshi, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to remuneration as stated above.

In anticipation that, during the term of employment of Mr. Uday V. Joshi, the Company has no profits or the profits of the Company are inadequate in any financial year/s, in such case the above mentioned remuneration may be paid as and by way of minimum remuneration to Mr. Uday V. Joshi, and in such cases remuneration may be in excess of the limits prescribed under Schedule V read with relevant provisions of Companies Act 2013, therefore the special resolution is proposed for the approval of the shareholders.

The draft agreement and the Resolution referred under Item No. 1 of the accompanying notice will be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday, Sunday and public holidays) between 11:00 A.M. and 01.00 P.M., upto the last date of e-voting,

A brief profile of Mr. Uday V. Joshi and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

Considering the knowledge and experience of Mr. Uday V. Joshi, the Board of Directors are of the opinion that the appointment and payment of remuneration as contained in this resolution to Mr. Uday V. Joshi as a Whole Time Director is in the best interest of the Company and accordingly, recommended the Special Resolution as set out in Items No. 1 of this notice for approval of the members.

Mr. Uday V. Joshi is concerned or interested in the resolution under Item No. 1 of the accompanying notice. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the Resolution as set out at Item No. 1 of this Postal Ballot Notice.

This statement may also be considered as an appropriate disclosure under the Act and Listing Regulations. The Board of Directors recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the Members.

Annexure:

Statement as per Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the Resolution at Item No 1 of the Notice.

| I | | General Information: | | | | | |
|----------|---|--|-------------------|---------------------------------|-----------------|-----------------|-----------------|
| 1 | Nature of Industry | Manufacturer of specialized solar control films, paint protection films, and high-end BOPET films. | | | | | |
| 2 | Date or expected date of commencement of commercial production | Existing Company which is in operation since 06/06/1957 | | | | | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | | | |
| 4 | Financial performance based on given indicators | (Rs in lakhs) | | | | | |
| | | Sr | Particulars | 9 Months (FY 2025-26) Unaudited | 2024-25 Audited | 2023-24 Audited | 2022-23 Audited |
| | | 1. | Turnover (Gross) | 141,549 | 1,99,545 | 1,58,165 | 1,31,124 |
| | | 2. | Profit Before Tax | 30,146 | 44,751 | 23,993 | 19,564 |
| | | 3. | Net Profit | 23,459 | 33,892 | 18,093 | 14,759 |
| 4. | Paid-up Share Capital | 2,323 | 2,323 | 2,323 | 2,323 | | |

| | | | | | | | |
|-----------|---|---|--------------------|---|---------|---------|---------|
| | | 5. | Reserves & Surplus | - | 228,780 | 195,537 | 179,017 |
| | | 6. | Dividend Payout | - | 2,787 | 2,323 | 2,323 |
| 5 | Foreign investments or collaborators, if any | NIL | | | | | |
| II | Information about the appointee | | | | | | |
| 1 | Name of the appointee | Mr. Uday Vasant Rao Joshi | | | | | |
| 2 | Background Details | Mr. Uday V. Joshi is having qualification of B.E.(Production) from VJTI Mumbai and Post graduate Diploma in Finance and Management from Indira Gandhi National Open University (IGNOU). He has around 35 years of Experience in Projects, Manufacturing of BOPET films, Process, Quality Control, Technical services, Process Enhancements and Resource management in BOPET film Manufacturing industry. | | | | | |
| 3 | Past Remuneration | Rs. 111.01 Lakhs per annum | | | | | |
| 4 | Recognition or awards | Nil | | | | | |
| 5 | Job profile and his suitability | Mr. Uday V. Joshi is having qualification of B.E.(Production) from VJTI Mumbai and Post graduate Diploma in Finance and Management from Indira Gandhi National Open University (IGNOU). He has around 35 years of Experience in Projects, Manufacturing of BOPET films, Process, Quality Control, Technical services, Process Enhancements and Resource management in BOPET film Manufacturing industry. His experience and expertise are aligned with this role. | | | | | |
| 6 | Remuneration proposed | Refer Explanatory Statement | | | | | |
| 7 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin): | The remuneration proposed to Mr. Uday V. Joshi is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses. | | | | | |
| 8. | Pecuniary relationship directly or indirectly with | None | | | | | |

| | | |
|------------|--|--|
| | the company, or relationship with the managerial personnel, if any | |
| III | Other information | |
| 1. | Reasons of loss or inadequate profits | The Company has made adequate profit during the financial year 2024-25 and subsequent period. The Company's future revenue and profits may be negatively impacted due to material adverse changes to the economic, business and other associated risks that are inherent to the operations of the Company. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is earning profits and it would be endeavour of the management to increase profitability by focusing on cost control, introducing new products, exploring new markets etc. |
| 3. | Expected increase in productivity and profits in measurable terms | The management expects normal growth in operations and profitability in the coming years, subject to unforeseen circumstances. The Company is continuously making efforts to optimize the operations and increase sales volume of the Company. It is difficult to quantify future projections in view of dynamic business situation. |

As required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) as laid down by The Institute of Company Secretaries of India, additional information relating to the particulars of Director who is proposed to be appointed is given below.

Details of the Director Seeking appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2]

| | |
|--|--|
| Name of the Director | Uday Vasant Rao Joshi |
| DIN | 09753984 |
| Date of Birth | 01/05/1967 |
| Age | 59 Years |
| Date of Appointment on the Board | 01.02.2026. (He was on the Board of the Company from period 18 th October, 2022 till 17 th October, 2023). |
| Date of appointment in the current term | From 01.02.2026 till 31.01.2029. Proposed for appointment as a Whole time Director for a period of three years, liable to retire by rotation. |
| Qualifications | B.E.(Production) from VJTI Mumbai and Post graduate Diploma in Finance and Management from Indira Gandhi National Open University (IGNOU). |
| Experience / Nature of Expertise in specific functional areas | He has around 35 years of Experience in Projects, Manufacturing of BOPET films, Process, Quality Control, Technical services, Process Enhancements and Resource management in BOPET film Manufacturing industry. |

| | |
|--|---|
| Terms and Conditions of Appointment/ Reappointment | Appointment as a Whole Time Director, liable to retire by rotation, for a period of three years, from 1 st February, 2026 to 31 st January, 2029. |
| Remuneration sought to be paid | Refer Explanatory Statement of the Notice. |
| Remuneration last drawn | Rs. 111.01 Lakhs per annum |
| Remuneration drawn from Subsidiary Company | NIL |
| Number of Meetings of the Board attended during the year | Not applicable |
| 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, however, he was on the Board of the Company from period 18 th October, 2022 till 17 th October, 2023. |
| 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 | None |
| Shareholding in the Company as on 31/01/2026 | NIL |
| Skills and capabilities required for the role and the manner in which the Independent Director meets such requirements | Not applicable, as proposed appointment is for Executive Director. |

By Order of the Board of Directors
For **Garware Hi-Tech Films Limited**

Place: Mumbai
Date: January 31st, 2026

Sd/-
Awaneesh Srivastava
Company Secretary
FCS 8513