

GARDEN SILK MILLS LIMITED

Date: 19th September, 2018

Department of Corporate Services,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
Scrip Code: 500155

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (East),
Mumbai 400051
Stock Code: GARDENSILK(EQ)

Sub.: Passing of Resolutions at the 39th Annual General Meeting

Ref.: Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of SEBI (LODR) Regulations, 2015

Dear Sirs,

With reference to the captioned matter, please note that in the 39th Annual General Meeting of the Company held on 18th September, 2018, the members have passed all the items (Item 1 to 6) mentioned in the Notice dated 30th May, 2018.

The detailed Results ('Annexure 1') and the Report of Scrutinizer dated 19th September, 2018 are attached herewith.

Submitted for your information and records.

We request you to kindly take the same on your record.

Thanking you,

Yours faithfully,

For Garden Silk Mills Limited



Kamlesh B. Vyas

Company Secretary & Compliance Officer

*Garden**

Registered Office : Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat - 395 010. Phone : (0261) 2311197-98, 2311513/615 Fax : (0261) 2311029/502

Mumbai Office: Manek Mahal, 90 Veer Nariman Road, Mumbai - 400 020. Phone : (022) 22873117-19, 22046473, 22040895 Fax : (022) 22048112

CIN : L17111GJ1979PLC003463 | Website : www.gardenvareli.com

GARDEN SILK MILLS LIMITED

DECLARATION ON RESULT OF REMOTE ELECTRONIC VOTING AND POLL/BALLOT CONDUCTED FOR RESOLUTIONS SET OUT IN NOTICE CONVENING 39TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON TUESDAY, 18TH SEPTEMBER, 2018.

The 39th Annual General Meeting ('AGM') of Garden Silk Mills limited ('the Company') was held on Tuesday, 18th September, 2018 at 11 a.m. at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010, to transact the business set forth in the Notice of the AGM dated 30th May, 2018.

In terms of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided its Members with the facility to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting by electronic means. Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The Company had entered into an arrangement with Karvy Computershare Pvt. Ltd. ('Karvy') for facilitating remote e-voting services.

Members, whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, as on cut-off date, Wednesday, 12th September, 2018, were entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting and could cast their votes by ballot form on the Ordinary and Special Business(es) as set out in the Notice of the AGM through electronic voting system of Karvy. The remote e-voting period commenced on Friday, 14th September, 2018 at 10:00 a.m. (IST) and ended on Monday, 17th September, 2018 at 5:00 p.m. (IST). The remote e-voting module was disabled at 5:00 p.m. on 17th September, 2018 and was not allowed beyond the same.

The Members who had not cast their votes by remote e-voting were provided ballot form to exercise their voting right at the AGM.

Accordingly, the shareholders voted on the following resolutions, proposed in the Notice convening the said 39th Annual General Meeting:

Sr. No.	Details of Agenda	Type of Resolution (Ordinary / Special)
Ordinary business		
1	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of Auditors thereon.	Ordinary
2	Re-appointment of Shri Alok P. Shah, Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary
3	Ratification of appointment of M/s Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their	Ordinary

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GARDEN SILK MILLS LIMITED

	remuneration.	
Special business		
4	Re-appointment Shri Yatish C. Parekh as an Independent Director for a second term of 5 (five) consecutive years.	Special
5	Re-appointment of Shri Suhail P. Shah as wholetime director for a period of three years w.e.f. 1st December, 2018	Special
6	Ratification of the remuneration payable to M/s Smit Manubhai & Associates, Cost Auditors of the Company for the financial year 2018-19.	Ordinary

The Board of Directors of the Company had appointed Mr. Kunjal Dalal, a practicing company secretary as Scrutinizer for the E-Voting under Section 108 of the Companies Act, 2013 and also poll process in a fair and transparent manner. The scrutinizer has submitted his report after completion of poll process. Based on the consolidated result submitted by the Scrutinizer annexed herewith, all the resolutions set out in the Notice of 39th Annual General Meeting have been duly approved and passed by the shareholders with requisite majority.

The results of voting on the resolutions are as under:

- A. Date of AGM : Tuesday, 18th September, 2018
- B. Total number of shareholders as on cut-off date : 54226 (Fifty-four Thousand Two Hundred i.e. Wednesday, 12th September, 2018 : Twenty-six).

- C. No. of shareholders present in the meeting either in person or through proxy: 63

Shareholders	Present in Person	Present through Proxy	Total
Promoter and Promoter Group	2	0	2
Public	59	2	61
Total	61	2	63

- D. No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : No video conferencing facility was arranged for the AGM

Public : No video conferencing facility was arranged for the AGM

- E. Agenda -wise disclosure of voting details: Annexure

All the resolutions set out in the Notice convening the 39th Annual General Meeting have thus been passed with requisite majority.

Yours faithfully,

For Garden Silk Mills Limited



Kamlesh B. Vyas

Company Secretary & Compliance Officer



*Garden**

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Company Name	GARDEN SILK MILLS LIMITED
Date of the AGM	18/09/2018
Total number of shareholders on record date	54226
No. of shareholders present in the meeting either in person or	63
Promoters and Promoter Group:	2
Public:	61
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Consider and adopt a) Audited Financial Statement for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon AND b) Audited Consolidated Financial Statement for the financial year ended 31st March, 2018 and the Report of Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24255911	2789536	11.5004	2789536	0	100.0000	0.0000
	Poll	24255911	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24255911	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	20380	0	0.0000	00	0	0.0000	0.0000
	Poll	20380	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	20380	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	17806234	2927	0.0164	1227	1700	41.9200	58.0799
	Poll	17806234	659	0.0037	459	200	0.0000	0.0000
	Postal Ballot (if applicable)	17806234	0	0.0000	00	0	69.6509	30.3490
Total		42082525	2793122	6.6372	2791222	1900	99.9320	0.0680

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Alok P. Shah, a Director retiring by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24255911	2789536	11.5004	2789536	0	100.0000	0.0000
	Poll	24255911	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24255911	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	20380	0	0.0000	00	0	0.0000	0.0000
	Poll	20380	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	20380	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	17806234	2927	0.0164	1227	1700	41.9200	58.0799
	Poll	17806234	659	0.0037	459	200	0.0000	0.0000
	Postal Ballot (if applicable)	17806234	0	0.0000	00	0	69.6509	30.3490
Total		42082525	2793122	6.6372	2791222	1900	99.9320	0.0680

Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24255911	2789536	11.5004	2789536	0	100.0000	0.0000
	Poll	24255911	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24255911	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	20380	0	0.0000	00	0	0.0000	0.0000
	Poll	20380	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	20380	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	17806234	2927	0.0164	1227	1700	41.9200	58.0799
	Poll	17806234	659	0.0037	459	200	0.0000	0.0000
	Postal Ballot (if applicable)	17806234	0	0.0000	00	0	69.6509	30.3490
Total		42082525	2793122	6.6372	2791222	1900	99.9320	0.0680

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment Shri Yatish C. Parekh as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24255911	2789536	11.5004	2789536	0	100.0000	0.0000
	Poll	24255911	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24255911	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	20380	0	0.0000	00	0	0.0000	0.0000
	Poll	20380	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	20380	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	17806234	2927	0.0164	1227	1700	41.9200	58.0799
	Poll	17806234	659	0.0037	459	200	0.0000	0.0000
	Postal Ballot (if applicable)	17806234	0	0.0000	00	0	69.6509	30.3490
Total		42082525	2793122	6.6372	2791222	1900	99.9320	0.0680

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Shri Suhail P. Shah as wholetime director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24255911	2789536	11.5004	2789536	0	100.0000	0.0000
	Poll	24255911	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24255911	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	20380	0	0.0000	00	0	0.0000	0.0000
	Poll	20380	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	20380	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	17806234	2927	0.0164	1227	1700	41.9200	58.0799
	Poll	17806234	659	0.0037	459	200	0.0000	0.0000
	Postal Ballot (if applicable)	17806234	0	0.0000	00	0	69.6509	30.3490
Total		42082525	2793122	6.6372	2791222	1900	99.9320	0.0680

Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24255911	2789536	11.5004	2789536	0	100.0000	0.0000
	Poll	24255911	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24255911	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	20380	0	0.0000	00	0	0.0000	0.0000
	Poll	20380	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	20380	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	17806234	2927	0.0164	1227	1700	41.9200	58.0799
	Poll	17806234	659	0.0037	459	200	0.0000	0.0000
	Postal Ballot (if applicable)	17806234	0	0.0000	00	0	69.6509	30.3490
	Total	42082525	2793122	6.6372	2791222	1900	99.9320	0.0680



K. Dalal & Co.
Company Secretaries

(O) 0261-2366670

(M) 092279 00395

E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

19/09/2018

To,
The Chairman
Garden Silk Mills Limited
Tulsi Krupa Arcade,
Puna Kumbharia Road,
Dumbhal, Surat 395010

Dear sir,

Sub.: Consolidated Report on E voting and Poll at Annual General Meeting

I, Kunjal Dalal, Proprietor M/s K. Dalal & Co., Practicing Company Secretaries have been appointed by the Board of Directors of **Garden Silk Mills Limited**, as scrutiniser for the purpose of scrutinising the e-voting process along with postal ballot forms and for ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act 2013 read with rule 20(3)(xi) of the Companies (Management and Administration) Rules 2014 on resolutions contained in the notice of Thirty-Ninth Annual General Meeting of Members of Garden Silk Mills Limited to be held on Tuesday, 18th September, 2018 at the registered office of the Company at Tulsi Krupa Arcade, Puna- Kumbharia Road, Dumbhal, Surat – 395010.

I was also assigned work of acting as scrutiniser at the poll taken at Annual General Meeting.

The management of the company is responsible to ensure the compliance with the requirement of the relevant provisions of the Companies Act, 2013 and rules relating to same in relation to voting through electronic means on resolutions contained in the notice of Annual General Meeting to be held on 18th September, 2018. My responsibility as scrutiniser for e-voting process is restricted to make Scrutinisers Report of votes cast in favour or against the Resolutions and invalid votes based on reports generated from e-voting system provided by Karvy Compushare Private Limited the Registrar and Share Transfer Agents of Garden Silk Mills Limited and authorised to provide e-voting facility engaged by the company.

I submit my consolidated report on e-voting and voting on poll at Annual General Meeting :

Consolidated Scrutinizer's Report, Garden Silk Mills Limited



Page 1 of 7



Resolution Number 1

Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors

To receive, consider and adopt:

- Audited Financial Statement for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
- Audited Consolidated Financial Statement for the financial year ended 31st March, 2018 and the Report of Auditors thereon.

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	5001328	17	2790763	1	1700	0	0
Physical	25	659	24	459	1	200	0	0
On Poll	0	0	0	0	0	0	0	0
Total	43	5001987	41	2791222	2	1900	0	0

Resolution Number 2

Appointment of Shri Alok P. Shah, a Director retiring by rotation.

To appoint a Director in place of Shri Alok P. Shah (DIN: 00218180), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars of Votes cast

Mode	Ballots Received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	5001328	17	2790763	1	1700	0	0
Physical	25	659	24	459	1	200	0	0
On Poll	0	0	0	0	0	0	0	0
Total	43	5001987	41	2791222	2	1900	0	0



Resolution Number 3

Ratification of appointment of M/s Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company

To ratify the appointment of the statutory auditors of the Company, to fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of Members at the 38th Annual General Meeting, the appointment of M/s. Sharp & Tannan Associates, Chartered Accountants, (Firm Registration No.109983W), as the Statutory Auditors of the Company, be and is hereby ratified to hold office as such from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 40th AGM of the Company to be held in the year 2019, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

Particulars of Votes cast

Mode	Ballots Received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	5001328	17	2790763	1	1700	0	0
Physical	25	659	24	459	1	200	0	0
On Poll	0	0	0	0	0	0	0	0
Total	43	5001987	41	2791222	2	1900	0	0



Resolution Number 4

Re-appointment of Shri Yatish C. Parekh as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Yatish C. Parekh (DIN: 00168488), who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024."

Particulars of Votes cast

Mode	Ballots Received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	5001328	17	2790763	1	1700	0	0
Physical	25	659	24	459	1	200	0	0
On Poll	0	0	0	0	0	0	0	0
Total	43	5001987	41	2791222	2	1900	0	0

Resolution Number 5

Re-appointment of Shri Suhail P. Shah as whole time director

To re-appoint Shri Suhail P. Shah as wholetime director and in this regard, pass, the following resolution as a Special Resolution:





"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and subject to the requisite approval of the Central Government and such other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to appointment and payment of remuneration of Shri Suhail P. Shah (DIN: 00719002) as a Whole-time Director designated as Executive Director (ED) of the Company, for a period of 3 (three) years with effect from 1st December, 2018, upon the terms and conditions as set out in the Explanatory Statement to this resolution annexed to the Notice convening this Meeting and also contained in the draft agreement to be executed between the Company and Shri Suhail P. Shah, submitted to this meeting be and is hereby specifically approved and sanctioned including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include Nomination and Remuneration Committee constituted by the Board) to review, alter and vary the terms and conditions of the said appointment and/or remuneration as per the provisions of Companies Act, 2013 in such form and manner as the Board may deem fit and agreed to by Shri Suhail P. Shah.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites and other allowances, within such prescribed limit or ceiling provided under the Act without any further reference or approval of the members of the Company in general meeting.

RESOLVED FURTHER THAT where in any financial year during the term of office of Shri Suhail P. Shah, the Company has no profits or its profits are inadequate, Shri Suhail P. Shah shall continue to get the same remuneration as aforesaid as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, wherever required.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds and things and execute all such documents,





instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its power herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolutions."

Particulars of Votes cast

Mode	Ballots Received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	5001328	17	2790763	1	1700	0	0
Physical	25	659	24	459	1	200	0	0
On Poll	0	0	0	0	0	0	0	0
Total	43	5001987	41	2791222	2	1900	0	0

Resolution Number 6

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.

To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2019 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditor M/s. Smit Manubhai & Associates, Cost Accountants, (Firm Registration Number 002158), appointed by the Board of Directors of the Company on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2019, be paid a remuneration, amounting to Rs.1,75,000 (Rupees One Lac Seventy-five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, and the same is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."





K. Dalal & Co.
Company Secretaries

(O) 0261-2366670

(M) 092279 00395

E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

Particulars of Votes cast

Mode	Ballots Received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	5001328	17	2790763	1	1700	0	0
Physical	25	659	24	459	1	200	0	0
On Poll	0	0	0	0	0	0	0	0
Total	43	5001987	41	2791222	2	1900	0	0

The physical postal ballot forms have been submitted to Company Secretary authorized for the purpose.

You may accordingly declare the result of the voting by Postal Ballot.

For K.Dalal & Co.
Company Secretaries

Kunjal Dalal
Kunjal Dalal
Proprietor
C.P. No. 3863





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Company Secretaries

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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Garden Silk Mills Limited

Annual General Meeting of the Equity Shareholders of Garden Silk Mills Limited
Held on 18/09/2018 at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal,
Surat- 395010

Dear Sir,

I Kunjal Dalal Proprietor of M/s. K. Dalal & Co., Practicing Company Secretaries have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned Resolution(s), at the Annual General Meeting of the Equity Shareholders of **Garden Silk Mills Limited**, held on 18/09/2018 at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat- 395010 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:





(a) Resolution No. 1

Consider and adopt:

a) Audited Financial Statement for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

b) Audited Consolidated Financial Statement for the financial year ended 31st March, 2018 and the Report of Auditors thereon.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	459	100%

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	200	100%

(3) **Invalid Vote/Abstained from voting**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(b) Resolution No. 2

Appointment of Shri Alok P. Shah, a Director retiring by rotation.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	459	100%



205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	200	100%

(3) Invalid Vote/Abstained from voting

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(c) Resolution No. 3

Ratification of appointment of M/s Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	459	100%

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	200	100%

(3) Invalid Vote/Abstained from voting

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(d) Resolution No. 4

Re-appointment Shri Yatish C. Parekh as an Independent Director





(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	459	100%

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	200	100%

(3) **Invalid Vote/Abstained from voting**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(e) Resolution No. 5

Re-appointment of Shri Suhail P. Shah as whole time director

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	459	100%

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	200	100%

(3) **Invalid Vote/Abstained from voting**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



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(f) Resolution No. 6

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	459	100%

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	200	100%

(3) **Invalid Vote/Abstained from voting**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

5. A statement containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized for the purpose.

Thanking you
Yours faithfully

Place: Surat
Date: 19/09/2018

For K. Dalal & Co.
Company secretaries

K. Dalal

Kunjal Dalal
Proprietor

