

GARWARE-WALL ROPES LTD.

Regd. Office & Factory : Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411019, India.
CIN No. : L25209MH1976PLC018939
Telephone: +91-20-30780000, Fax: +91-20-30780341
Email: pune_admin@garwareropes.com
Website: www.garwareropes.com



GWRL:SEC:2015

September 4, 2015

BSE Limited

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

By Fax (No. 022- 22722037/
22723121)
By Courier

(Company code: 509557)

National Stock Exchange of India Ltd.

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

By Fax (No. 022-26598237/38/
26598347/48)
By Courier

(Symbol: GARWALLROP, Series: EQ)

Dear Sirs,

Pleaser be informed that the 38th Annual General Meeting of the Company was held on Wednesday, 2nd September, 2015.

Pursuant to Clause 35A of the Listing Agreement, we give herein below the details of voting results:

Sr. No.	Particulars	Details
1	Date of Annual General Meeting	: 2 nd September, 2015
2	Book Closure	: 27 th August, 2015 to 2 nd September, 2015 (Both days inclusive)
3	Total Number of Shareholders as on cut off date i. e. 26 th August 2015.	: 13,516
4	No. of Shareholders present in the meeting either in person or through proxy	: 106*
	Promoters and Promoter Group	: 24
	Public	: 82
5.	No. of Shareholders attended the meeting through video conferencing	Nil

* Every folio/client id treated as one shareholder

Summary of voting Result (Resolution wise):

Mode of voting: Remote E-voting (which included physical ballot form send in advance) and Poll at the AGM

Resolution No. 1- To receive, consider and adopt

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Reports of the Directors and Auditors thereon and
- the Audited consolidated Financial Statements for the Financial Year ended 31st March, 2015 and the Report of the Auditors thereon.

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Promoter/ Public	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	11070184	6865761	62.02	6865761	0	100	0
Public – Institutional Holders	683087	102165	14.96	102165	0	100	0
Public-Others	10128789	1410517	13.93	1410517	0	100	0
Total	21882060	8378443	38.29	8378443	0	100	0

Accordingly, resolution no. 1 is passed by the Members of the Company unanimously.

Resolution No. 2

To declare a dividend on equity shares for the financial year ended 31st March, 2015.

Promoter/ Public	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	11070184	6865761	62.02	6865761	0	100.00	0
Public – Institutional Holders	683087	122793	17.98	122793	0	100.00 0	0
Public-Others	10128789	1409104	13.91	1408717	387	99.973	0.0275
Total	21882060	8397658	38.38	8397271	387	99.995	0.0046

Accordingly, resolution no. 2 is passed by the Members of the Company with requisite majority.

Resolution No. 3

To appoint a Director in place of Mr. V. R. Garware (DIN 00092201), a non-retiring director, as per Article 94 of the Articles of Association of the Company, liable to retire pursuant to the provisions of Section 152 of the Companies Act, 2013, who being eligible, offers himself for re-appointment as a director.

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Promoter/ Public	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	11070184	6865761	62.02	6865761	0	100.00	0
Public – Institutional Holders	683087	122793	17.98	92046	30747	74.96	25.04
Public-Others	10128789	1409589	13.92	1409377	212	99.98	0.02
Total	21882060	8398143	38.38	8367184	30959	99.63	0.37

Accordingly, resolution no. 3 is passed by the Members of the Company with requisite majority.

Resolution No. 4

Ratification of appointment of Statutory Auditors

Promoter/ Public	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	11070184	6865761	62.02	6865761	0	100.000	0.000
Public – Institutional Holders	683087	122793	17.98	122793	0	100.000	0.000
Public-Others	10128789	1410904	13.93	1410517	387	99.973	0.027
Total	21882060	8399458	38.39	8399071	387	99.995	0.005

Accordingly, resolution no. 4 is passed by the Members of the Company with requisite majority.

Resolution No. 5

Ratification of the remuneration of Cost Auditors

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Promoter/ Public	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	11070184	6865761	62.02	6865761	0	100.000	0.000
Public – Institutional Holders	683087	122793	17.98	122793	0	100.000	0.000
Public-Others	10128789	1410904	13.93	1410517	387	99.973	0.027
Total	21882060	8399458	38.39	8399071	387	99.995	0.005

Accordingly, resolution no. 5 is passed by the Members of the Company with requisite majority.

Resolution No. 6

Appointment of Mr. Ashish Goel as an Independent Director of the Company

Promoter/ Public	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	11070184	6865761	62.02	6865761	0	100.000	0.000
Public – Institutional Holders	683087	122793	17.98	122793	0	100.000	0.000
Public-Others	10128789	1410904	13.93	1410517	387	99.973	0.027
Total	21882060	8399458	38.39	8399071	387	99.995	0.005

Accordingly, resolution no. 6 is passed by the Members of the Company with requisite majority.

Resolution No. 7

Appointment of Mr. M. V. Subbarao as a Director of the Company

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Promoter/ Public	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	11070184	6865761	62.02	6865761	0	100.000	0.000
Public – Institutional Holders	683087	122793	17.98	122793	0	100.000	0.000
Public-Others	10128789	1409404	13.91	1409017	387	99.973	0.027
Total	21882060	8397958	38.38	8397571	387	99.995	0.005

Accordingly, resolution no. 7 is passed by the Members of the Company with requisite majority.

Scrutinizer's Report is attached herewith.

Please acknowledge this communication.

Thanking you,

Yours faithfully,
For Garware-Wall Ropes Limited


Sunil Agarwal
Company Secretary
F 6407

Recd. by
04/09/2015
at 10:00 AM.

To
The Chairman,
Garware-Wall Ropes Limited,
Plot No 11, Block D-I, MIDC,
Chinchwad, Pune-411019

Sub: Results of voting by Poll and E-voting.

Dear Sir,

I undersigned, S. V. Deulkar, Partner, M/s SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Garware-Wall Ropes Limited ("the Company") for scrutinizing the e-voting process (during August 30, 2015 to September 1, 2015) and voting by poll (at 38th Annual General Meeting (AGM) held on September 2, 2015) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Listing Agreement entered into by the Company with the Stock exchanges on which the shares of the Company are listed relating to voting through electronic means (by remote e-voting), and voting by poll by the shareholders on the resolutions proposed in the Notice of the 38th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited ("CDSL") and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 38th Annual General Meeting of the Company held on September 2, 2015:

- a) Report on E-voting; and
- b) Report on Poll; and
- c) Combined report of e-voting and Poll



I hereby declare that Resolution No. 1 has been passed unanimously and Resolution No. 2 to 7 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For SVD & Associates



S. V. Deulkar
Partner
C. P. No. 965

Place: Pune

Date: September 3, 2015

S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Garware-Wall Ropes Limited
Annual General Meeting held on September 2, 2015

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Receive, consider and adopt:- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Reports of the Directors and Auditors thereon b) the Audited consolidated Financial Statements for the Financial Year ended 31st March, 2015 and the Report of the Auditors thereon.	118176	0	8260267	0	8378443	0	Resolution passed unanimously
2	To declare a dividend on equity shares for the Financial Year ended 31st March, 2015.	138804	0	8258467	387	8397271	387	Resolution passed with requisite majority
3	To appoint a Director in place of Mr. V. R. Garware (DIN No. 00092201), a non-retiring director, as per the Article 94 of the Articles of Association of the Company, liable to retire pursuant to the provisions of Section 152 of the Companies Act, 2013, who being eligible, offers himself for re-appointment as a director.	108057	30747	8259127	212	8367184	30959	Resolution passed with requisite majority



S. V. Deulkar
Practising Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report

Garware-Wall Ropes Limited

Annual General Meeting held on September 2, 2015

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
4	Ratification of appointment of M/s. Padki & Soman, Statutory Auditors	138804	0	8260267	387	8399071	387	Resolution passed with requisite majority
5	Ratification of the remuneration of M/s. Joshi Aptre & Associates, Cost Auditors	138804	0	8260267	387	8399071	387	Resolution passed with requisite majority
6	Appointment of Mr. Ashish Goel as an Independent Director of the Company	138804	0	8260267	387	8399071	387	Resolution passed with requisite majority
7	Appointment of Mr. M. V. Subbarao as a Director of the Company	138804	0	8258767	387	8397571	387	Resolution passed with requisite majority

Place: Pune

Date: September 3, 2015

S.V. DEULKAR
COMPANY SECRETARY
FCS 1321 C P 965
63 Ashok Nagar-Pune-411007