

GARDEN SILK MILLS LIMITED

Date: 16th September, 2016

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: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results of the 37th Annual General Meeting of the Company.

Dear Sir,

This is to inform you that the 37th Annual General Meeting (AGM) of the Company was held on Wednesday, 14th September, 2016 at 11 a.m. at the Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010.

All the resolutions set out in the Notice of 37th AGM have been duly approved and passed by the shareholders with requisite majority.

In terms of regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the requisite declaration along with details of voting results on remote e-voting and voting through physical ballot form at the AGM along with as well as the Scrutinizer's combined report on the same.

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



Encl.: As above.

*Garden**

COMPANY NAME: GARDEN SILK MILLS LIMITED

1	Date of the Annual General Meeting (AGM)	14th August, 2016
2	Total number of shareholders on record date (i.e. 8th September, 2016 – cut-off date for e-voting purpose)	73335
3	No. of shareholders present in the meeting either in person or through proxy:	
4	Shareholders	

Agenda-wise

Given below is the resolution wise combined result of remote e-voting and voting by ballot form.

Resolution required (Ordinary / Special)		Ordinary Resolution		Adoption of Audited Financial Statement and Reports thereon for the financial year ended 31st March, 2016				
Whether promoter / promoter group are interest in the agenda / resolution?		No	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and	E-Voting		23526065	96.81%	23526065	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
Promoter Group	Total		23526065	96.81%	23526065	0	100.00%	0.00%
Public-Institutions	E-Voting		0	0.00%	0	0	0.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public-Non Institutions	E-Voting	29815	1735	0.01%	1505	230	86.74%	13.26%
	Ballot Form		1161	0.01%	1137	24	97.93%	2.07%
	Total		2896	0.02%	2642	254	91.23%	8.77%
Total		42082525	23528961		23528707	254	100.00%	0.00%





Resolution required (Ordinary / Special)		Ordinary Resolution Reappointment of Shri Suhail P. Shah, a Director retires by rotation.						
Category	Mode of voting	Whether promoter / promoter group are interest in the agenda / resolution?		Yes				% of Votes against on votes polled
		No. of Shares held (as on the cut-off date)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	
Promoter and	E-Voting	24302230	23029380	94.76%	23029380	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
Promoter Group	Total		23029380	94.76%	23029380	0	100.00%	0.00%
Public-Institutions	E-Voting	29815	0	0.00%	0	0	0.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
Public-Institutions	Total		0	0.00%	0	0	0.00%	0.00%
Public-Non Institutions	E-Voting	17750480	1735	0.01%	1405	330	80.98%	19.02%
	Ballot Form		1161	0.01%	1137	24	97.93%	2.07%
Total	Total	42082525	2896	0.02%	2542	354	87.78%	12.22%

Resolution required (Ordinary / Special)		Ordinary Resolution Ratification of appointment of Statutory Auditors and fixing their remuneration						
Category	Mode of voting	Whether promoter / promoter group are interest in the agenda / resolution?		No				% of Votes against on votes polled
		No. of Shares held (as on the cut-off date)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	
Promoter and	E-Voting	24302230	23526065	96.81%	23526065	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
Promoter Group	Total		23526065	96.81%	23526065	0	100.00%	0.00%
Public-Institutions	E-Voting	29815	0	0.00%	0	0	0.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
Public-Institutions	Total		0	0.00%	0	0	0.00%	0.00%
Public-Non Institutions	E-Voting	17750480	1735	0.01%	1405	330	80.98%	19.02%
	Ballot Form		1161	0.01%	637	524	54.87%	45.13%
Total	Total	42082525	2896	0.02%	2042	854	70.51%	29.49%



Resolution required (Ordinary / Special)		Ordinary Resolution Appointment of Shri Deepak N. Shah as an Independent Director						
Whether promoter / promoter group are interest in the agenda / resolution?	Category	Mode of voting	No. of Shares held (as on the cut-off date)	No				% of Votes against on votes polled
				No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	
Promoter and Promoter Group	Public-Institutions	E-Voting	24302230	23526065	96.81%	23526065	0	0.00%
		Ballot Form		0	0.00%	0	0	0.00%
		Total		23526065	96.81%	23526065	0	0.00%
Public-Institutions	Public-Institutions	E-Voting	29815	0	0.00%	0	0	0.00%
		Ballot Form		0	0.00%	0	0	0.00%
		Total		0	0.00%	0	0	0.00%
Public-Non Institutions	Public-Non Institutions	E-Voting	17750480	1735	0.01%	1405	330	0.00%
		Ballot Form		1161	0.01%	1149	12	19.02%
		Total		2896	0.02%	2554	342	1.03%
Total			42082525	23528961		23528619	342	11.81%

Resolution required (Ordinary / Special)		Special Resolution Re-appointment of Shri Praful A. Shah, Chairman & Managing Director of the Company						
Whether promoter / promoter group are interest in the agenda / resolution?	Category	Mode of voting	No. of Shares held (as on the cut-off date)	Yes				% of Votes against on votes polled
				No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	
Promoter and Promoter Group	Public-Institutions	E-Voting	24302230	19734208	81.20%	19734208	0	0.00%
		Ballot Form		0	0.00%	0	0	0.00%
		Total		19734208	81.20%	19734208	0	0.00%
Public-Institutions	Public-Institutions	E-Voting	29815	0	0.00%	0	0	0.00%
		Ballot Form		0	0.00%	0	0	0.00%
		Total		0	0.00%	0	0	0.00%
Public-Non Institutions	Public-Non Institutions	E-Voting	17750480	1735	0.01%	1405	330	0.00%
		Ballot Form		1173	0.01%	1161	12	19.02%
		Total		2908	0.02%	2566	342	1.02%
Total			42082525	19737116		19736774	342	11.76%



K. Dalal & Co.
Company Secretaries

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

14.09.2016

To,

The Chairman

Garden Silk Mills Limited

1st Floor, Tulsi Kripa Arcade, Puna Kumbharia Road

Dumbhal, Surat 395010

Dear sir,

Sub.: Ref: 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 the Thirty-Seventh Annual General Meeting of members of Garden Silk Mills Limited to be held on Wednesday, 14th September, 2016 at Surat.

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 14th September, 2016. 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 :





Resolution Number 1

To receive, consider and adopt

(a) the Audited Financial Statement of the Company for the year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon; and

(b) The Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2016, together with 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	23	23527800	21	23527570	2	230	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	30	1173	27	1137	2	24	1	12
Total	53	23528973	48	23528707	4	254	1	12

Resolution Number 2

To appoint a Director in place of Shri Suhail P. Shah (DIN 00719002), Director, 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	23	23527800	19	23030785	3	330	1	496685
Physical	0	0	0	0	0	0	0	0
On Poll	30	1173	27	1137	2	24	1	12
Total	53	23528973	46	23031922	5	354	2	496697

Resolution Number 3

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

RESOLVED THAT pursuant to section 139(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)





thereof for the time being in force), appointment of M/s Natvarlal Vepari & Co. Chartered Accountants, (Registration No. 123626W) which has been approved at the Annual General meeting held on 30th July, 2014 for a term of 3 (Three) Years i.e. from the conclusion of 35th Annual General Meeting until the conclusion of the 38th Annual General Meeting, be and is hereby ratified for financial year 2016-17 and the Board of Directors of the Company be and is hereby authorised to fix remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

Resolved Further That the Board of directors of the Company and/or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable 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	23	23527800	20	23527470	3	330	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	30	1173	26	637	3	524	1	12
Total	53	23528973	46	23528107	6	854	1	12

Special Business :

4. Appointment of Shri Deepak N. shah as an Independent Director

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

"Resolved That pursuant to the provisions of sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the act) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule IV to the Act, Shri Deepak N. Shah (DIN 07356807), who was appointed by the Board of directors as an Additional Director of the Company with effect from 5th December, 2015 and who holds office up to the date of this Annual General meeting of the Company in terms of section 161(1) of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed





an independent Director of the Company for a term commencing with effect from 14th September, 2016 to 13th September, 2021, not liable to retire by rotation.

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	23	23527800	20	23527470	3	330	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	30	1173	28	1149	1	12	1	12
Total	53	23528973	48	23528619	4	342	1	12

Resolution Number 5

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

"RESOLVED THAT in accordance with 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 re-appointment and payment of remuneration of Shri Praful A. Shah (DIN: 00218143) as Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from 1st September, 2016 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 Praful 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 Praful A. 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 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 Praful A. Shah, the Company has no profits or its profits are inadequate, Shri Praful A. 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	23	23527800	17	19735613	3	330	3	3791857
Physical	0	0	0	0	0	0	0	0
On Poll	30	1173	29	1161	1	12	0	0
Total	53	23528973	46	19736774	4	342	3	3791857

Resolution Number 6

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

"RESOLVED THAT in accordance with 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 re-appointment and payment of remuneration of Shri Alok P. Shah (DIN: 00218180) as a Whole -time Director designated as executive Director (ED) , Chief Financial Officer (CFO) and





Chief Operating Officer (COO) of the Company, for a period of 3 (three) years with effect from 1st June, 2016, 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 Alok 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 Alok 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 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 Alok P. Shah, the Company has no profits or its profits are inadequate, Shri Alok 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."

¹Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid / Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	23	23527800	19	22772799	3	330	1	754671
Physical	0	0	0	0	0	0	0	0





K. Dalal & Co.
Company Secretaries

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On Poll	30	1173	29	1161	1	12	0	0
Total	53	23528973	48	22773960	4	342	1	754671

Resolution Number 7

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

"RESOLVED THAT in partial modification of the Resolution No.6 passed by the members at the 36th Annual General Meeting of the Company held on 9th September, 2015 for the re-appointment and terms of remuneration of Shri Suhail A. Shah Executive Director of the Company and 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 the revision in terms of appointment and remuneration of Shri Suhail P. Shah (DIN: 00719002) as Whole-time Director designated as Executive Director of the Company, with effect from 01st June, 2016 up to the remaining period of his current tenure ending on 30th November, 2018, on 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 the 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 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	23	23527800	17	23030585	5	530	1	496685
Physical	0	0	0	0	0	0	0	0
On Poll	30	1173	29	1161	1	12	0	0
Total	53	23528973	46	23031746	6	542	1	496685

Resolution Number 8

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and 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), and other applicable provisions, if any, payment of remuneration of Rs.1,50,000/- (apart from reimbursement of out of pocket expenses and applicable taxes) to M/s Manubhai & Associates, Cost Accountants, Surat, who were appointed as Cost Auditors by the Board of Directors in their meeting held on 28th May, 2016 for carrying out Cost Audit of the Company for financial year 2016-17, be and is hereby approved and ratified.





K. Dalal & Co.
Company Secretaries

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

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable 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	23	23527800	19	23527370	4	430	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	30	1173	27	649	2	512	1	12
Total	53	23528973	46	23528019	6	942	1	12

The physical postal ballot forms have been for safe custody to the Company Secretary / Director authorized by the Board.

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

For K. Dalal & Co.
Company Secretaries

(K A i)
Kunjal Dalal
Proprietor
C.P. No. 3863





Resolution required (Ordinary / Special)		Special Resolution Appointment of Shri Alok P. Shah as Wholtime Director designated as Executive Director, CFO & COO						
Category	Mode of voting	Whether promoter / promoter group are interest in the agenda / resolution?		Yes				% of Votes against on votes polled
		No. of Shares held (as on the cut-off date)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	
Promoter and	E-Voting	24302230	22771394	93.70%	22771394	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
Promoter Group	Total		22771394	93.70%	22771394	0	100.00%	0.00%
Public-Institutions	E-Voting	29815	0	0.00%	0	0	0.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public-Non Institutions	E-Voting	17750480	1735	0.01%	1405	330	80.98%	19.02%
	Ballot Form		1173	0.01%	1161	12	98.98%	1.02%
	Total		2908	0.02%	2566	342	88.24%	11.76%
Total		42082525	22774302		22773960	342	100.00%	0.00%

Resolution required (Ordinary / Special)		Special Resolution Revision in Remuneration of Shri Suhail P. Shah, Wholtime Director of the Company.						
Category	Mode of voting	Whether promoter / promoter group are interest in the agenda / resolution?		Yes				% of Votes against on votes polled
		No. of Shares held (as on the cut-off date)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	
Promoter and	E-Voting	24302230	23029380	94.76%	23029380	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
Promoter Group	Total		23029380	94.76%	23029380	0	100.00%	0.00%
Public-Institutions	E-Voting	29815	0	0.00%	0	0	0.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public-Non Institutions	E-Voting	17750480	1735	0.01%	1205	530	69.45%	30.55%
	Ballot Form		1173	0.01%	1161	12	98.98%	1.02%
	Total		2908	0.02%	2366	542	81.36%	18.64%
Total		42082525	23032288		23031746	542	100.00%	0.00%

Resolution required (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interest in the agenda / resolution?		Ratification of remuneration to Cost Auditor						
Category		No						
Mode of voting	No. of Shares held (as on the cut-off date)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	23526065	97%	23526065	0	100.00%	0.00%	
	Ballot Form	0	0%	0	0	0.00%	0.00%	
	Total	23526065	97%	23526065	0	100.00%	0.00%	
Public-Institutions	E-Voting	0	0%	0	0	0.00%	0.00%	
	Ballot Form	0	0%	0	0	0.00%	0.00%	
	Total	0	0%	0	0	0.00%	0.00%	
Public-Non Institutions	E-Voting	1735	0%	1305	430	75.22%	24.78%	
	Ballot Form	1161	0%	649	512	55.90%	44.10%	
	Total	2896	0%	1954	942	67.47%	32.53%	
Total	42082525	23528961		23528019	942	100.00%	0.00%	

FOR GARDEN SILK MILLS LTD



COMPANY SECRETARY



K. Dalal & Co.
Company Secretaries

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E-mail : k_dalal@rediffmail.com

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

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 14.09.2016 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(s) 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 14/09/2016 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 boxes were 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:





K. Dalal & Co.
Company Secretaries

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

(a) Resolution No. 1

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

(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
27	1137	97.93

(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
2	24	2.06

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	12

(b) Resolution No. 2

Re-appointment of Shri Suhail P. Shah, Who retires 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
27	1137	97.93

(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
2	24	0.06

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	12





(c) Resolution No. 3

Ratification of the appointment and remuneration of M/s Natvarlal Vepari & Co., 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
26	637	54.86

(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
3	524	45.13

(3) Invalid Vote/Abstained from voting

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	12

(d) Resolution No. 4

Appointment of Shri Deepak N. Shah 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
28	1149	98.96

(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
1	12	1.03

(3) Invalid Vote/Abstained from voting

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	12





(e) Resolution No. 5

Re-appointment of Shri Praful A. Shah as Chairman & Managing Director 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
29	1161	98.97

(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
1	12	1.02

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	00

(f) Resolution No. 6

Appointment of Shri Alok P. shah as whole-time Director designated as Executive Director, CFO and Chief Operating Officer (COO) 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
29	1161	98.97

(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
1	12	1.02

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	00





(f) Resolution No. 7

Revision in remuneration of Shri Suhail P. Shah, Whole-time Director 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
29	1161	98.97

(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
1	12	1.02

(3) Invalid Vote/Abstained from voting

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	00

(f) Resolution No. 8

Ratification of remuneration to Cost Auditor.

(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
27	649	55.90

(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
2	512	44.09

(3) Invalid Vote/Abstained from voting

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	12





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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 / Director authorized by the Board for safe keeping.

Thanking you
Yours faithfully

Place: Surat
Date: 14.09.2016



For K. Dalal & Co.
Company secretaries

K. A. Dalal

Kunjal Dalal
Proprietor