

GARDEN SILK MILLS LIMITED

Date: 16th February, 2015

Department of Corporate Services,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
Fax No. 2272 2037 / 2272 3719

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (East),
Mumbai 400051
Fax : 2659 8237/38, 26598347/48

Scrip Code: 500155

Stock Code: GARDENSILK(EQ)

Sub: Intimation of Postal Ballot

Ref: Revised Calendar of Events

Dear Sir,

We refer to our earlier communication dated 12th February, 2015 on the captioned subject and filing therewith the calendar of events and the material related to postal ballot process.

Further in this connection we wish to inform you that there was a typographical error in Serial No.8 of Calendar of Events i.e. date of commencement of voting and the last date of voting which was mentioned as 'From Wednesday 25.02.2015 to Saturday 28.03.2015'.

The correct date of commencement and the last date of voting is Wednesday, 25.02.2015 to Thursday 26.03.2015. Accordingly the subsequent date for last date for receiving postal ballot form by the scrutinizer also changed to Thursday 26.03.2015 instead of Saturday 28.03.2015 as well as the last date of submission of report by the scrutinizer and the date of declaration of the result would change to Saturday 28.03.2015.

We now attach herewith the duly corrected / revised documents for your record and doing the needful.

1. Revised Calendar of events for the Postal Ballot process.
2. Revised Notice of Postal Ballot and
3. Revised Blank Postal Ballot Form

You are therefore requested to please take the same on your record.

Yours faithfully,
for Garden Silk Mills Limited

Kamlesh B. Vyas
Company Secretary



Copy to
Ahmedabad Stock Exchange Ltd.,
Kamdhenu Complex, 1st Floor,
Opp. Sahajanand College,
Panjarapole, Ahmedabad 380015.
Stock Code: 18350
Fax : (079) 2630 8877

*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

Calendar of Events for Postal Ballot Process (Physical form and e-voting)

As approved by the Board of Directors at their meeting held on 11th February, 2015, pursuant to Section 110 read with Rules 92 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013.

S.No.	Event	Date of Event
(1)	Date on which consent was given by the Scrutinizer to act as such	Tuesday, 10/02/2015
(2)	Date of convening the Board meeting to consider Postal Ballot process and Appointment of Scrutinizer	Wednesday, 11/02/2015
(3)	Date of Board Resolution authorizing the Functional Director and Company Secretary to be responsible for the entire Postal Ballot process	Wednesday, 11/02/2015
(4)	Intimation to Stock Exchanges about Postal Ballot and filing of Board resolution and calendar of events	Thursday, 12/02/2015
(5)	Cutoff date for ascertaining the list of shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights, (i.e. Cut-Off date for Benpos -Beneficiary Position)	Friday, 13/02/2015
(6)	Date of completion of dispatching of Postal Ballot Notice (Physical and through e-mail) to shareholders	Tuesday, 24/02/2015
(7)	Publication of Notice in the Newspaper about having dispatched the Notice and Ballot paper.	Wednesday, 25/02/2015
(8)	Date of commencement of voting and the last date of voting.	Wednesday, 25/02/2015 to Thursday, 26/03/2015
(9)	Last date for receiving Postal Ballot forms by the Scrutinizer.	Thursday, 26/03/2015
(10)	Last date of submission of the Report by the Scrutinizer.	Saturday, 28/03/2015
(11)	Date of declaration of the result by the Chairman (the same date as has been mentioned in the Notice).	Saturday, 28/03/2015
(12)	Date of signing the Minutes by the Chairman	Within thirty days from the date of declaration of the result of the Postal Ballot.
(13)	Date of handing over the Postal Ballot papers, register and other related papers etc. to the designated person	Monday, 30/03/2015

Yours faithfully,

For Garden Silk Mills Limited

Kamlesh B. Vyas
Company Secretary



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Garden Silk Mills Limited

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Puna-Kumbharia Road, Dumbhal, Surat 395010
CIN: L17111GJ1979PLC003463; Website: www.gardenvareli.com
Phone: (0261) 2311197, 2311615 Fax: (0261) 2311029

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, as amended (the "**Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (the "**Rules**"), Clause 35B of the Listing Agreement with stock exchanges and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E-voting / Postal Ballot.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company (the "Board") at its meeting held on 11th February, 2015, has appointed Mr. Kunjal Dalal, Practicing Company Secretary (FCS: 3530 CP:3863) proprietor of M/s K. Dalal & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Company in compliance with Clause 35B of the Listing Agreement executed with the stock exchanges (the "Stock Exchanges") and the provisions of Section 108 of the Act read with Rule 20 of the Rules, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by M/s Karvy Computershare Private Limited, Registrar and Share Transfer Agent (RTA).

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed under the section 'Voting through electronic means' in the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (6.00 p.m. IST) on Thursday, 26th March, 2015.

Please note that any postal ballot form(s) received after the said date will be treated as not received. Those members who do not have access to e-voting facility can send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form attached herewith.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Scrutinizer will submit his report to the Chairman or in his absence, any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared by the Chairman or in his absence, any other Director of the Company, on Saturday, 28th March, 2015 at the Registered Office of the Company and communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.gardenvareli.com.

Members requiring any clarifications on e-voting may contact M/s. Karvy Computershare Private Limited on toll free number 1800 3454001 or by email einward.ris@karvy.com.

Proposed Resolutions

Item No.1: Approval of Borrowing Powers of the Company.

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

"RESOLVED THAT in supersession of the ordinary resolution passed by shareholders' through postal ballot on 25th June, 2011 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies

Act, 2013 and the rules notified thereunder, including any statutory modifications or re-enactment thereof, for the time being in force (the "**Act**"), and the Articles of Association of the Company, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), to borrow, as and when required, as it may think fit from, including without limitation, any bank, financial or other institution(s), mutual fund(s), non-resident Indian(s), foreign institutional investors, foreign portfolio investors and/or public financial institutions as defined under Section 2(72) of the Act and/or any other persons, bodies corporate and/or eligible foreign lenders and/or any entity/entities and/or authority/authorities, whether shareholders of the Company or not, through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instrument or other securities whether convertible or exchangeable into equity shares or preference shares of the Company and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to equity shares or preference shares of the Company and/or through credit from official agencies and/or by way of commercial warrants from the private sector window of multilateral financial institutions, either in Indian rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for the purpose of business of the Company notwithstanding that monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the Paid-up-Capital of the Company and its free reserves i.e. to say reserves not set apart for any specific purpose (apart from temporary loans as defined by the said provisions of the Act) obtained from the Company Bankers in the ordinary course of business provided that the total amount upto which monies to be borrowed by the Board of Directors shall not at any time exceed the aggregate of Rs.2,000 crores (Rupees Two Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board / committee of the Board or officers authorized by them in this regard, be and are

hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

Item No.2: Creation of charge / security / mortgage on the assets of the Company in favour of the lenders.

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

"RESOLVED THAT in supersession of the ordinary resolution passed by shareholders' through postal ballot on 25th June, 2011 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder, including any statutory modifications or re-enactment thereof, for the time being in force (the "**Act**") and the Articles of Association of the Company and such other approvals as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create such charges, mortgages and/or hypothecations, in addition to the existing mortgages/charges created / to be created by the Company in such form and manner and with such ranking and such time and on such terms as the Board may deem fit, on all or any of the movable and/or immovable properties of the Company, wherever situated, both present and future and/or whole or any part of the undertaking(s) of the Company, and in such manner as the Board may deem fit, together with power to takeover the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures / bonds / other instruments to secure the borrowings of the Company availed / to be availed by way of loan(s), higher purchase and/or lease (in foreign currency and/or in Indian currency) and securities (comprising of fully / partly convertible debentures and/or Non-Convertible Debentures, on all or any of the above, with

or without detachable or non detachable warrants and/or secured premium notes and/or floating rates notes / bonds or other debts instruments) (hereinafter collectively referred to as "Loans") issued / to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act, provided that the total amount of Loans together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premia or prepayments, remuneration of the Agent(s), Trustee(s), premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Trust Deed(s) or any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or committee thereof and the Lender(s) / Agent(s) / Trustee(s), shall not, at any time exceed Rs. 2000 crores (Rupees Two Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / committee of the Board or officers authorized by them in this regard, be and are hereby authorized to finalise with the Lending Agencies / Debenture Trustees / Financial Institutions, the documents / deeds / writings / papers / agreements / undertakings for creating the aforesaid mortgages / charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents / deeds / writings / papers / agreements / undertakings for creating the aforesaid mortgage and/or charge, settle and execute such documents / deeds / writings / papers / agreements / undertakings and to do all such acts, deeds, matters and things and to execute all such documents, deeds and writings as it may in its absolute discretion deem necessary, proper or desirable, with power to settle all questions difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/or officer(s) of the Company."

Item No.3 Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT Mr. Praful A. Shah, Chairman & Managing Director, Mr. Alok P. Shah, Joint Managing Director & CFO, Mr. Suhail P. Shah, Executive Director and Mr. Kamlesh B. Vyas, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application / forms / reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

Item No.4 Approval for Inter-Corporate Loans, Investments and Guarantees.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act as amended and the rules made there under, including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loan(s) and/or give any guarantee(s) / provide any security(ies) to any subsidiary company(ies), joint venture(s) (including

overseas subsidiaries, joint venture(s), whether existing or to be formed and/or give any guarantee or provide security in connection with a loan to any subsidiary company(ies), joint venture (including overseas subsidiaries, joint venture(s)), whether existing or to be formed and/or acquire by way of subscription, purchase or otherwise, the securities of any subsidiaries company(ies), joint venture(s) (including overseas subsidiaries, joint venture(s)), whether existing or to be formed, in connection with loan(s) made to and/or make investments by way of subscription, purchase or otherwise of shares, debentures and/or any other securities, of any other person or body corporates, whether Indian or overseas, which the Board may, in their absolute discretion, deem beneficial and in the interest of the Company, in excess of 60% of the paid up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is higher, as prescribed under Section 186 of the Act from time to time, in one or more tranches, provided that the aggregate amount of loans, guarantees and securities granted and acquisitions made by the Company shall not at any time exceed the limit of Rs.200 crores (Rupees Two Hundred crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors

Place: Surat

Date: 11th February, 2015

Kamlesh B. Vyas

Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2

In compliance with the provisions of Section 293(1)(d) & 293(1)(a) of the Companies Act, 1956, the shareholders of the Company had passed ordinary resolutions through postal ballot on 25th June, 2011 authorizing the Board of Directors to borrow / create security for an amount upto Rs.2,000 crore. The Companies Act, 2013 has been notified to become effective from 1st April, 2014.

Under the new Companies Act, 2013, Section 293(1)(d) & 293(1)(a) have been replaced with Section 180(1)(c) and Section 180(1)(a) respectively which requires passing of Special Resolution from shareholders instead of Ordinary Resolution.

However, according to the clarification issued by GOI, MCA, vide General Circular No.04/2014 dated March 25, 2014, the Resolution(s) passed u/s 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013, for a period of 1 year from the date of its notification.

The provisions of Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the powers to borrow monies, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the Company by a Special Resolution.

Hence, in order to remain in compliant with the relevant provisions on borrowing and creation of security under the Companies Act, 2013 beyond September 12, 2014, the consent of the members is hereby requested by way of proposed Special Resolution.

Accordingly it is, therefore, proposed to seek the approval of the shareholders to the borrowing limits of Rs.2000 crores (apart from temporary loans obtained from Company's bankers in the ordinary course of business) for both domestic and foreign currency borrowings under Section 110/180(1)(c) of the Companies Act, 2013 by way of a Special Resolution.

Similarly the approval of shareholders was also obtained by way of ordinary resolution to create security or charge on the assets of the Company for the purposes of the borrowings. The mortgage and/or charge by the Company on its movable and/or immovable assets and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s), may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 which provides for approval of shareholders by a Special Resolution. Further, as the documents to be executed between the lenders / security holders / Trustees for the holders of the Securities and the Company may contain the power to takeover the management of the Company in certain events of default, enabling approval is also sought under relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) had notified inter-alia the applicability of provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, which stipulate obtaining prior approval of the Shareholders of the Company

by way of Special Resolution for exercising the specified powers of the Board of Directors relating to borrowing and selling / disposing off etc. of an undertaking of the Company respectively therefore Company is now require to obtain consent of the shareholders by a Special Resolution.

Shareholders may kindly note that there is no change/increase proposed in the Borrowing limits and the current proposal is only to comply with the requirements of passing of Special Resolution under Section 180 of the Companies Act, 2013.

The Board of Directors of your Company recommends the Special Resolutions as set out in Item No.1 and 2 in the accompanied notice for approval of the Shareholders through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

Item No. 3

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive section of the Act which deal with the general working of Companies stand notified, several regulations of the existing AoA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be substituted in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a Company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013. The proposed new draft of AoA is available for inspection to the shareholders at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. till the last date for receipt of the postal ballot form from the shareholders without payment of any fees by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interest, financially or otherwise, in the Special Resolution set out at Item No.3 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at item No.3 of the Postal Ballot Notice for your approval.

Item No.4

The Company extends support in the form of investments, loans and corporate guarantees to its associate companies / Subsidiaries / wholly owned subsidiaries (WOS).

As per the provisions of Section 186 of the Companies Act, 2013, a Company can make any loan, investment or give guarantee or provide any security upto 60% of its aggregate of the paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, if special resolution is passed by the members of the Company in that regard.

Under the Companies Act, 2013 ("Act"), investment, loans or guarantees given to even Wholly Owned Subsidiaries (WOSs) is included in the limits of Section 186, i.e. inter-corporate loans, investments and guarantees, which was excluded u/s 372A of the erstwhile Companies Act, 1956.

Therefore, it is thought fit to take enabling resolution / approval of the shareholders so that the Company can meet the fund requirements of its subsidiaries including WOSs, associate companies from time to time.

To achieve financial flexibility and to enable optimal financing structure for the Company and subsidiaries and to achieve long term strategic and business objectives, it is proposed to give powers to the Board of Directors or any duly constituted committee thereof to invest into securities of any body corporates and/or providing loans and/or give guarantees or provide security in connection with loans to subsidiary companies, joint ventures (including overseas subsidiaries, joint venture(s)), whether existing or to be forming for an amount not exceeding Rs.200 Crore (including the aggregate of the investments, loans or guarantee or securities so far made / given by the Company).

These investments are proposed to be made out of internal accruals and/or surplus funds and/or securities issue and/or any other sources including borrowings, if necessary.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at item no.4 except as members.

By Order of the Board of Directors

Place: Surat
Date: 11th February, 2015

Kamlesh B. Vyas
Company Secretary

Instructions and other information relating to e-voting are as under:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.
 2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E-voting & Postal Ballot.
 3. Mr. Kunjal Dalal (FCS: 3530 CP:3863) proprietor of M/s K. Dalal & Co., Company Secretaries has been appointed as Scrutinizer for conducting the E-voting/Postal Ballot in accordance with the law in a fair and transparent manner.
 4. The Company has engaged Karvy Computershare Private Limited ('KCPL', 'Karvy' or 'Service Provider') to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on February 13, 2015 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to other shareholders by Registered Post / Courier.
 5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 18.00 hours on 26th March, 2015.
 6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
 7. Member desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A member can log in any number of times till the votes are casted on all the resolutions or till the end of the Voting Period whichever is earlier.
 8. Members have an option to request for physical copy of the Postal Ballot form from Company's Registrar and Transfer Agent viz., Karvy Computershare Private Limited, Plot No.17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500081. Request can be sent through an e-mail to evoting@karvy.com by mentioning their Folio/ DP Id and Client Id No.
- However, the duly completed Ballot Forms should reach the scrutinizer not later than 18.00 hours on 26th March, 2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.
9. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or Company Secretary will announce the results of Voting by Postal Ballot on 28th March, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director or Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, ported on the Website of the Company www.gardenvareli.com and intimated to the Stock Exchanges on which the shares of the Company are listed.
 10. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office/Corporate Office of the Company during 11.00 AM to 1.00 PM on all working days upto the date of declaration of the results of the E-voting/ Postal Ballot.

11. **Voting through electronic means:**

- (a) The voting period begins on Wednesday, 25th February, 2015 at 9.00 a.m. and ends on Thursday, 26th March, 2015 at 6.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by KCPL for voting thereafter.
- (b) In case a Member receiving an email from Karvy (for Members whose email IDs are registered with the Company/Depository Participant(s))
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. **User ID and Password** mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, Click on "LOGIN".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Garden Silk Mills Limited.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board

Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: k_dalal@rediffmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

In case of members receiving the physical copy:

- I. Please follow all steps from sl.No.(i) to sl.no.(xii) as mentioned in (b) above to cast vote.
- II. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website)



Garden Silk Mills Limited

Regd. Office: Tulsi Krupa Arcade, 1st Floor,
Puna-Kumbharia Road, Dumbhal, Surat 395010
CIN: L17111GJ1979PLC003463; Website: www.gardenvareli.com
Phone: (0261) 2311197, 2311615 Fax: (0261) 2311029

POSTAL BALLOT FORM

Postal Ballot No. :

1. Name and Registered Address of the sole / first
named Shareholder :

2. Name(s) of Joint-Holder(s), if any :

3. Registered Folio No./DP ID No./Client ID No. :

4. Number of Share(s) held :

I/We hereby exercise my / our vote in respect of the under mentioned resolutions to be passed through Postal Ballot as stated in the Notice dated 11th February, 2015 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special resolution authorizing the Board of Directors of the Company to exercise borrowing powers in pursuance of Section 180(1)(c) of the Companies Act, 2013			
2.	Special resolution to create mortgage and/or charge on the Company's properties for securing the borrowing in pursuance of Section 180(1)(a) of the Companies Act, 2013			
3.	Special resolution for adoption of a new set of Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013.			
4.	Special resolution authorizing the Board of Directors for providing Inter-Corporate Loans, Investments and Guarantees.			

Place :

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

(Applicable for individual members only)

EVEN (Electronic Voting Event Number)	User ID	Password / Pin

Notes :

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read carefully the instructions printed overleaf before exercising your vote.

This postal ballot form duly filled and signed should reach the Scrutinizer not later than 18:00 hour (IST) on 26th March, 2015.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
3. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of number of joint holders.
4. The votes should be casted either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
5. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 18:00 hours (IST) on 26th March, 2015. Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of postal ballot.
7. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on 13th February, 2015.
8. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney / resolution of board of directors of the corporate shareholder being represented. If the same is / are already registered with the Company, please quote the registration no. beneath the signature.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
10. The result of the postal ballot will be declared in the newspapers for the information of the shareholders, uploaded on the Company's website www.gardenvareli.com and communicated to the stock exchanges where the Company's shares are listed.
11. E-Voting: The Company is pleased to offer the e-voting facility. The process to be followed is explained in the postal ballot notice. The e-voting period begins on Wednesday, 25th February, 2015 at 9.00 a.m. and ends on Thursday, 26th March, 2015 at 6.00 p.m..
12. The Scrutinizer's decision on the validity of a postal ballot will be final.