

GARDEN SILK MILLS LIMITED

Date: 16th December, 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.: Declaration of result of Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015 and withdrawal of proposal of preferential issue.

Dear Sir,

With reference to the above, please note that members of the Company have approved the resolutions as set out in the Notice of the Postal Ballot dated 14th November, 2016 with requisite majority. The formal result announcement under regulation 44(3) of SEBI (LODR) Regulations, 2015 along with the Scrutinizer's Report is enclosed.

However, please note that the proposed preferential allotment to Surat Textile Mills Limited as envisaged in Resolution No.2 of the notice, stands shelved. The reasons for the shelving have been communicated by that company, which too is a listed company. A copy of the Letter from Surat Textile Mills Ltd. is enclosed.

The Management Committee of Directors discussed the issue and decided that at this stage it would then need to explore other options. As and when a decision is taken, the Company will keep stock exchanges informed.

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**

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

Details of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

COMPANY NAME: GARDEN SILK MILLS LIMITED

Date of the EGM / Postl Ballot	14th December, 2016
Total number of shareholders on record date (i.e. 5th November, 2016 - cut-off date for e-voting and postal ballot purpose)	73483
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not applicable.
Public	Not applicable.
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not applicable.
Public	Not applicable.

Resoluton required (Ordinary / Special)	ORDINARY - Ordinary Resolution for re-classification of Authorised Share Capital of the Company and consequent alteration of the Capital Clause in the Memorandum of Association
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Whether promoter / promoter group are interested in the agenda / resolution?	No
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Category	Mode of voting	No. of Shares held (as on the cut-off date) (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	24302230	23045187	94.83%	23045187	0	100.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	0.00%
Public- Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	7300	0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	16043709	5503	0.03%	4893	610	88.92%	11.08%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	1729286	44569	2.58%	8143	5270	18.27%	11.82%
	Total	42082525	23095259	54.88%	23058223	5880	99.84%	0.03%

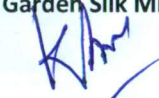


Resoluton required (Ordinary / Special)	SPECIAL - Special Resolution for issue of Convertible Warrants to Promoters / Promoters Group of the Company on preferential basis
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Whether promoter / promoter group are interested in the agenda / resolution?	Yes
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Category	Mode of voting	No. of Shares held (as on the cut-off date) (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	24302230	23045187	94.83%	23045187	0	100.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	0.00%
Public- Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	7300	0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	16043709	5503	0.03%	4672	831	84.90%	15.10%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	1729286	44569	2.58%	1701	325	3.82%	0.73%
Total		42082525	23095259	54.88%	23051560	1156	99.81%	0.01%

For Garden Silk Mills Limited



Kamlesh B. Vyas

Company Secretary & Compliance Officer

Place: Surat
Date: 16/12/2016





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.

Date: 15th December 2016

To,

Chairman

Garden Silk Mills Limited

Tulsi Krupa Arcade, 1st Floor, Puna Kumbharia Road
Dumbhal Surat 395010

Sub.: Report on voting process through postal Ballot

Dear sir,

I, Kunjal Dalal, proprietor of M/s K. Dalal & Company, Company Secretaries have been appointed as the Scrutinizer by Garden Silk Mills limited for scrutinizing the voting process of postal ballot on proposed resolutions as per postal ballot notice (Pursuant to section 110 of the Companies Act, 2013) dated 14th November, 2016.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolutions proposed in the Postal ballot Notice dated 14th November, 2016 is the responsibility of the Management. My duty as a scrutinizer is to ensure that the voting process of the postal ballot through electronic means and by the Physical ballots is conducted in a fair and transparent manner and render scrutinizer's report of the votes casted by electronic means and physical ballots on each resolution, to the Chairman.

I have generated reports on e-voting from the electronic voting system provided by Karvy Computershare Private Limited ('Karvy') and also physical ballots received from members and based on the votes casted I annexed herewith my report of Voting on each resolution proposed in postal ballot notice.

A statement containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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.

For K. Dalal & Co.
Company Secretaries

K. A. Dalal

Kunjal Dalal
Proprietor
C.P. 3863





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.

Report on Voting process of the Postal Ballot and voting through electronic mode of Garden Silk Mills Limited on resolutions proposed vide postal ballot notice dated 14th November, 2016:

Resolution No. 1 Ordinary resolution

Re-Classification of Authorised Share Capital of the Company and consequent alteration of the capital clause in the Memorandum of Association.

Sr. No.	Particulars	No. of Ballot Forms	No. of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	603	44569	0.106000	
B	Less: Invalid Postal Ballot forms*	420	31136	0.074000	
B(1)	Less Voted		20	0.0000	
C	Net Valid Postal Ballot in physical (A-B)	183	13413	0.032000	
	Electronic Mode				
D	Total Ballot Forms received	30	23050690	54.775000	
E	Less: Invalid Ballot forms*	0	0	0.000000	
E(1)	Less Voted		0	0	
F	Net Valid Ballot in Electronic (D-E)	30	23050690	54.775000	
	Total Net Valid Ballot in physical and electronic mode (C+F)	213	23064103	54.807000	100
G	Ballot Forms with Assent – Physical	119	8143	0.019000	
H	Ballot Forms with Assent – Electronic	25	23050080	54.774000	
	Total Ballot with Assent in physical and electronic mode	144	23058223	54.793000	99.97
I	Ballot Forms with Dissent – Physical	64	5270	0.013000	
J	Ballot Forms with Dissent – Electronic	5	610	0.001000	
	Total Ballot with Dissent in physical and electronic mode	69	5880	0.014000	0.03

*Includes the postal ballots where members have abstained from voting





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.

Resolution No. 2 Special resolution

Issue of convertible warrants to promoter/promoters group of the Company on preferential basis.

Sr. No.	Particulars	No. of Ballot Forms	No. of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	603	44569	0.106000	
B	Less: Invalid Postal Ballot forms*	577	42543	0.101000	
B(1)	Less Voted		00	0.0000	
C	Net Valid Postal Ballot in physical (A-B)	26	2026	0.005000	
	Electronic Mode				
D	Total Ballot Forms received	30	23050690	54.775000	
E	Less: Invalid Ballot forms*	0	0	0.000000	
E(1)	Less Voted		0	0	
F	Net Valid Ballot in Electronic (D-E)	30	23050690	54.775000	
	Total Net Valid Ballot in physical and electronic mode (C+F)	56	23052716	54.780000	100
G	Ballot Forms with Assent – Physical	20	1701	0.004000	
H	Ballot Forms with Assent – Electronic	23	23049859	54.773000	
	Total Ballot with Assent in physical and electronic mode	43	23051560	54.777000	99.99
I	Ballot Forms with Dissent – Physical	6	325	0.001000	
J	Ballot Forms with Dissent – Electronic	7	831	0.002000	
	Total Ballot with Dissent in physical and electronic mode	13	1156	0.003000	0.01

*Includes the postal ballots where members have abstained from voting

Place: Surat
Date: 15.12.2016



For K. Dalal & Co.
Company secretaries

K. Dalal
Kunjai Dalal
Proprietor

SURAT TEXTILE MILLS LIMITED

Date: 16th December, 2016

The Board of Directors,
Garden Silk Mills Limited
Tulsi Krupa Arcade,
Puna-Kumbharia Road,
Dumbhal,
Surat 395005

Sub.: Withdrawal of proposal for proposed Investment by subscription of convertible warrants on preferential basis

Dear Sir,

This is with reference to the proposed issue of convertible warrants aggregating to Rs.30 Crore in favour of the Company on preferential basis. Earlier, the Board of Directors of the Company in accordance with the provisions of Section 186 of the Companies Act, 2013 approved the proposal for investment.

Further the Board of Directors of the Company met today to review and discuss the plan of action on statutory compliance with respect to the proposal. During the discussion on compliance part, it was brought to the notice of members of the Board that perhaps the proposed subscription may also entail shareholder approval in terms of SEBI (LODR) Regulations 2015.

During the deliberation and on enquiry with Company Secretaries and Legal Counsel conflicting views emerged about whether preferential allotments could at all be considered covered by the regime governing related party transactions for purposes of the SEBI (LODR) Regulations 2015.

Considering the facts and the Company not wanting to risk any statutory non compliance and as a measure of conservatism, the Board of Directors considered it appropriate to delve into this more deeply and in the interim decided to shelve the proposal for investment. An appropriate communication in this regards is being sent by the Company to the stock exchanges which please note.

Thanking you,

Yours faithfully,
For Surat Textile Mills Limited

M. R. Momaya
Managing Director



Regd. Office : Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat - 395 010.

Phone : (0261) 2311197-98, 2311513 Fax : (0261) 2311029/502

CIN : L17119GJ1945PLC000214 | Website : www.surattextilemillsLtd.com