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:2016

August 11, 2016

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

By Fax (No. 022- 22721072/ 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,

Sub: Proceedings of 39th Annual General Meeting

This is to inform you that the 39th Annual General Meeting of the Members of Garware-Wall Ropes Limited was held on Wednesday, 10th August, 2016.

Pursuant to Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith certified copy of the proceedings of the 39th Annual General Meeting of the Company.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For GARWARE-WALL ROPES LIMITED

Sunil Agarwal
Company Secretary
M. No. FCS6407
Encl.: as above

PROCEEDING OF THE 39th ANNUAL GENERAL MEETING OF THE MEMBERS OF GARWARE-WALL ROPES LIMITED, HELD ON WEDNESDAY, 10th AUGUST, 2016

The 39th Annual General Meeting of the Members of the Company was held on Wednesday, 10th August, 2016 at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Ltd., H- Block, Plot No. C-181, Off Old Pune–Mumbai Highway, Chinchwad, Pune – 411 019.

Directors present:-

1) Mr. V. R. Garware, Chairman & Managing Director
2) Mr. S. P. Kulkarni, Chairman of the Audit Committee & Chairman of Nomination & Remuneration Committee
3) Ms. M. V. Garware,
4) Mr. R. M. Telang, Chairman of Stakeholder Relationship Committee
5) Mr. Ashish Goel and
6) Mr. M. V. Subbarao.

Mr. S. M. Patki, Partner of M/s Patki & Soman, Chartered Accountants, Statutory Auditors of the Company also attended the meeting.

Mr. Sunil Agarwal, Company Secretary, Mr. S. H. Bamne – Chief Financial Officer and Mr. S. K. Sahoo, AVP- Accounts were in attendance on dias.

Mr. V. R. Garware, Chairman welcomed the members to the 39th Annual General Meeting of the Company.

As the requisite quorum was present, as required under the provision of Section 103 of the Companies Act, 2013, the Chairman called the meeting to order. The Chairman introduced the Directors, present on the dias.

The Chairman thereafter read out the Chairman's Speech stating the challenges faced by the Company and steps taken by the Company to overcome the same, opportunities ahead and the Company's business performance for the financial year 2015-16.

The Chairman further informed that since there were no qualifications, observations or comments on the financial transactions or matters which have any adverse effect on the functioning of the Company, the Auditors Report was not required to be read out as per the provisions of the Companies Act, 2013.With the permission of the Members present, the Notice convening the 39th Annual General Meeting was also taken as read.



The Chairman further informed that as per the provisions of Section 108 of the Companies Act, 2013, and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility to the shareholders to cast their votes electronically in respect of all business mentioned in the notice. The Chairman further informed that pursuant to provisions of Section 107 of the Companies Act, 2013, there would be no voting on the Resolutions by Show of Hand.

Then the Chairman invited the members to offer comments and seek clarifications, if any, in respect of the business being transacted at the meeting. On invitation, some members gave few suggestions and raised some queries. The Chairman replied them satisfactorily and informed the Member that their various suggestions are taken note for consideration.

There being no other questions, the Chairman requested the members and proxy present to cast their votes on the Physical Polling Papers provided to them.

The Chairman informed the meeting that Mr. Sridhar G. Mudaliar, Practicing Company Secretary who was appointed as scrutinizer for remote e-voting, will act as scrutinizer in respect of voting at the meeting, through poll and conduct voting process in a fair and transparent manner.

On request made by the Chairman the Scrutinizer showed empty Ballot Boxes, then he locked and sealed empty Ballot Boxes in presence of members and proxy holders.

Thereafter, the Chairman mentioned that the combined results of all types of voting will be declared within 48 hours of the closure of the 39th Annual General Meeting and on receipt of Scrutinizer's Report it will be placed on the Company's website, website of the Central Depository Services (India) Limited and also sent to Stock Exchanges.
The Poll was kept open till all the members and proxy holders had caste their votes. After the closure of the Poll the Scrutinizer took the custody of Ballot Boxes.

Business transacted at 39th Annual General Meeting:

The following businesses were transacted at the 39th Annual General Meeting of the Company:

Resolution No.	Description	Voting Result
ORDINARY BUSINESS		
1.	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 and the Report of the Auditors thereon.	Passed Unanimously
2.	To declare dividend on equity shares for the financial year ended 31st March, 2016.	Passed Unanimously
3.	To appoint a Director in place of Ms. M. V. Garware (DIN 06948274), who retires by rotation and, being eligible, offers herself for reappointment.	Passed by requisite majority
4.	Ratification of appointment of Statutory Auditors.	Passed Unanimously
SPECIAL BUSINESS		
5.	Ratification of Cost Auditors' remuneration.	Passed Unanimously
6.	Re-appointment of Mr. V. R. Garware (DIN 00092201), as Chairman & Managing Director of the Company.	Passed by requisite majority

Thereafter, the Chairman thanked the members for their participation and announced formal closure of the 39th Annual General Meeting of the Company.

The meeting concluded with a vote of thanks to the Chair.

CERTIFIED TRUE COPY
For GARWARE-WALL ROPES LIMITED

Sunil Agarwal
Company Secretary
M. No.FCS 6407