

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:2017

August 05, 2017

BSE Limited

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

(Company code: 509557)

National Stock Exchange of India Ltd

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

(Symbol: GARWALLROP, Series: EQ)

Dear Sirs,

Sub: 40th Annual General Meeting – Voting Results


Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results and the Scrutinizer's Report on e-voting and voting by poll at the 40th Annual General Meeting of the Company held on Friday, 04th August, 2017.

Kindly acknowledge.

Thanking you,

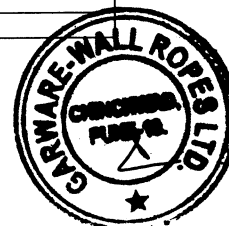
Yours faithfully,

For GARWARE-WALL ROPES LIMITED


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

| | |
|---|-------------------|
| <p style="text-align: center;">Voting Results GARWARE-WALL ROPES LIMITED Regd. Office: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune – 411019. CIN No.: L25209MH1976PLC018939 Tel No.: +91-20-30780000, Email:secretarial@garwareropes.com, Website: www.garwareropes.com</p> | |
| Date of AGM / EGM | 04th August, 2017 |
| Total number of Shareholders on record date (i.e. 28th July, 2017) | 17114 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 22 |
| Public: | 93 |
| No. of Shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

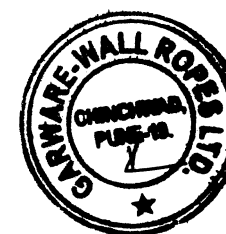
| Agenda-wise disclosure (to be disclosed separately for each agenda item) | | | | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | 1. Ordinary - To receive, consider, and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors; and b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 and the Report of the Auditors. | | | | | |
| Whether promoter / promoter group are interested in the agenda / resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on notes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 11090790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-voting | 1268630 | 986240 | 77.74 | 986240 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 986240 | 77.74 | 986240 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-voting | 9522640 | 6028 | 0.06 | 6028 | 0 | 0.00 | 0.00 |
| | #Poll | | 970102 | 10.19 | 970102 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 976130 | 10.25 | 976130 | 0 | 100.00 | 0.00 |
| Total | | 21882060 | 8829079 | 40.35 | 8829079 | 0 | 100.00 | 0.00 |
| \$ Invalid / Not Voted - 28008 | | | | | | | | |
| # Invalid / Not Voted - 155 | | | | | | | | |



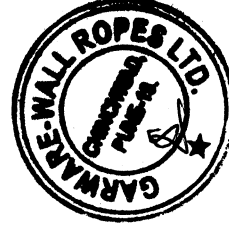
| Resolution required: (Ordinary / Special) | | | 2. Ordinary - To declare Dividend (including one-time Special Dividend) on equity shares for the financial year ended 31st March, 2017. | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in the agenda / resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held | 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 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 11090790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-voting | 1268630 | 1014248 | 79.95 | 1014248 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 1014248 | 79.95 | 1014248 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-voting | 9522640 | 6028 | 0.06 | 6028 | 0 | 100.00 | 0.00 |
| | #Poll | | 969036 | 10.18 | 969036 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 975064 | 10.24 | 975064 | 0 | 100.00 | 0.00 |
| Total | | 21882060 | 8856021 | 40.47 | 8856021 | 0 | 100.00 | 0.00 |
| # Invalid / Not Voted - 1221 | | | | | | | | |



| Resolution required: (Ordinary / Special) | | | 3. Ordinary - To appoint a Director in place of Dr. Shridhar Shrikrishna Rajpathak (DIN 00040387), who retires by rotation and, being eligible, offers himself for re-appointment. | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in the agenda / resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on notes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 11090790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-voting | 1268630 | 1014248 | 79.95 | 963083 | 51165 | 94.96 | 5.04 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 1014248 | 79.95 | 963083 | 51165 | 94.96 | 5.04 |
| Public-Non Institutions | E-voting | 9522640 | 6028 | 0.06 | 6028 | 0 | 100.00 | 0.00 |
| | #Poll | | 968996 | 10.18 | 968996 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 975024 | 10.24 | 975024 | 0 | 100.00 | 0.00 |
| Total | | 21882060 | 8855981 | 40.47 | 8804816 | 51165 | 99.42 | 0.58 |
| # Invalid / Not Voted - 1261 | | | | | | | | |



| Resolution required: (Ordinary / Special) | | 4. Ordinary - Appointment of Statutory Auditors. | | | | | | |
|--|-------------------------------|--|---------------------|--|------------------------|------------------------|---|---|
| Whether promoter / promoter group are interested in the agenda / resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour | No. of Votes - against | % of Votes in favour on notes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 11090790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-voting | | 1014248 | 79.95 | 1014248 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 1268630 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 1014248 | 79.95 | 1014248 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-voting | | 6028 | 0.06 | 6028 | 0 | 100.00 | 0.00 |
| | #Poll | | 968996 | 10.18 | 968996 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 9522640 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 975024 | 10.24 | 975024 | 0 | 100.00 | 0.00 |
| Total | | 21882060 | 8855981 | 40.47 | 8855981 | 0 | 100.00 | 0.00 |
| # Invalid / Not Voted - 1261 | | | | | | | | |



| Resolution required: (Ordinary / Special) | | | 5. Ordinary - Ratification of Cost Auditors' remuneration. | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in the agenda / resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on notes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 11090790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-voting | 1268630 | 1014248 | 79.95 | 1014248 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 1014248 | 79.95 | 1014248 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-voting | 9522640 | 6028 | 0.06 | 6028 | 0 | 100.00 | 0.00 |
| | #Poll | | 968996 | 10.18 | 968996 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 975024 | 10.24 | 975024 | 0 | 100.00 | 0.00 |
| Total | | 21882060 | 8855981 | 40.47 | 8855981 | 0 | 100.00 | 0.00 |
| # Invalid / Not Voted - 1261 | | | | | | | | |



| Resolution required: (Ordinary / Special) | | | 6. Special - Revision in terms of remuneration of Mr. V. R. Garware (DIN 00092201), Chairman & Managing Director of the Company. | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in the agenda / resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on notes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 11090790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6866709 | 61.91 | 6866709 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-voting | 1268630 | 1014248 | 79.95 | 825859 | 188389 | 81.43 | 18.57 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 1014248 | 79.95 | 825859 | 188389 | 81.43 | 0.00 |
| Public-Non Institutions | E-voting | 9522640 | 6028 | 0.06 | 6028 | 0 | 100.00 | 0.00 |
| | #Poll | | 968996 | 10.18 | 968996 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 975024 | 10.24 | 975024 | 0 | 100.00 | 0.00 |
| Total | | 21882060 | 8855981 | 40.47 | 8667592 | 188389 | 97.87 | 2.13 |
| # Invalid / Not Voted - 1261 | | | | | | | | |

Resolution No. 1, 2, 3, 4, 5 and 6 has been passed by requisite majority.






SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune - 411005
Ph. 020 69000666, E-mail: deulkarcs@gmail.com



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

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

Dear Sir,

I undersigned, S.V.Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Garware-Wall Ropes Limited ("the Company") for scrutinizing the e-voting process (during August 01, 2017 to August 03, 2017) and voting by poll (at 40th Annual General Meeting (AGM) held on August 04, 2017) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting), and voting by poll by the shareholders on the resolutions proposed in the Notice of the 40th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited ("CDSL") and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 40th Annual General Meeting of the Company held on August 04, 2017:

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

I hereby declare that all 6(six) resolutions have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

For SVD & Associates



S V Deulkar

Practicing Company Secretary

FCS No. 1321

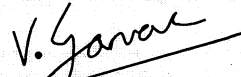
C. P. No. 965

Place: Pune

Date: August 04, 2017



For **GARWARE-WALL ROPES LIMITED**



V. E. GARWARE

Chairman & Managing Director

40TH ANNUAL GENERAL MEETING OF GARWARE WALL-ROPES LIMITED
(CIN: L25209MH1976PLC018939) HELD ON AUGUST 04, 2017

COMBINED REPORT

| Sr. No | Resolutions | E - voting | | Voting by poll | | Total | | Result |
|--------|--|--------------|---------|----------------|---------|--------------|---------|---|
| | | No. of Votes | | No. of Votes | | No. of Votes | | |
| | | For | Against | For | Against | For | Against | |
| 1 | Ordinary Resolution:- To receive, consider and adopt: a. The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon; and b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2017 and the Report of the Auditors thereon. | 992268 | 0 | 7836811 | 0 | 8829079 | 0 | Resolution passed with requisite majority |
| 2 | Ordinary Resolution:- To declare Dividend (including one-time Special Dividend) on equity shares for the financial year ended March 31, 2017. | 1020276 | 0 | 7835745 | 0 | 8856021 | 0 | Resolution passed with requisite majority |
| 3 | Ordinary Resolution:- To appoint a Director in place of Dr. Shridhar Shrikrishna Rajpathak (DIN: 00040387), who retires by rotation and, being eligible, offers himself for reappointment. | 969111 | 51165 | 7835705 | 0 | 8804816 | 51165 | Resolution passed with requisite majority |



40TH ANNUAL GENERAL MEETING OF GARWARE WALL-ROPES LIMITED
(CIN: L25209MH1976PLC018939) HELD ON AUGUST 04, 2017


COMBINED REPORT


| Sr. No | Resolutions | E - voting | | Voting by poll | | Total | | Result |
|--------|--|--------------|---------|----------------|---------|--------------|---------|---|
| | | No. of Votes | | No. of Votes | | No. of Votes | | |
| | | For | Against | For | Against | For | Against | |
| 4 | Ordinary Resolution:- Appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants, Mumbai (Firm Registration No. 106201W) as Statutory Auditors in place of M/s. Patki & Soman, Chartered Accountants. | 1020276 | 0 | 7835705 | 0 | 8855981 | 0 | Resolution passed with requisite majority |
| 5 | Ordinary Resolution:- Ratification of Cost Auditors' remuneration. | 1020276 | 0 | 7835705 | 0 | 8855981 | 0 | Resolution passed with requisite majority |
| 6 | Special Resolution:- Revision in terms of remuneration of Mr. V. R. Garware (DIN 00092201), Chairman & Managing Director of the Company. | 831887 | 188389 | 7835705 | 0 | 8667592 | 188389 | Resolution passed with requisite majority |

Date: August 04, 2017

Place: Pune

For GARWARE-WALL ROPES LIMITED


V. R. GARWARE
Chairman & Managing Director


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