

**Sridhar G. Mudaliar**

**M.Com, LL.B., F.C.S.**

**Company Secretary**

**22-A, Hanuman Nagar,**

**Off: Senapati Bapat Road,**

**Model Colony, Pune- 411016**

**Tel: 25655319**

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**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

39<sup>th</sup> Annual General Meeting of the Equity shareholders of Garware-Wall Ropes Limited held on Wednesday, August 10, 2016 at 10:30 AM at the Auto Cluster Auditorium, Auto Cluster Development and Research Institute Limited, H-Block, Plot C-181, Off Old Pune-Mumbai Highway, Chinchwad, Pune-411019.


Dear Sir,


I, Sridhar G. Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Garware-Wall Ropes Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 39<sup>th</sup> Annual General Meeting of the Equity shareholders of Garware-Wall Ropes Limited held on Wednesday, August 10, 2016 at 10:30 AM at the Auto Cluster Auditorium, Auto Cluster Development and Research Institute Limited, H-Block, Plot C-181, Off Old Pune-Mumbai Highway, Chinchwad, Pune-411019. I submit my report as under:

1. The e-voting period remained open from August 7, 2016 (9.00 a.m.) to August 9, 2016 (5.00 p.m.)



2. The shareholders holding shares as on the “cut off” date i.e. August 3, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 39<sup>th</sup> Annual General Meeting (AGM) of Garware-Wall Ropes Limited.)
3. The votes were unblocked on August 10, 2016 at around 11.54 AM in the presence of two witnesses, Purva Pandit (Kothrud, Pune- 411038) and Ishita Pathak (Sus Road, Pashan, Pune- 411021) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “for” and “Against”, were downloaded from the e-voting website of Central Depository Services (India) Limited (“CDSL”).

  
Name: Purva Pandit  
Kothrud, Pune-38

  
Name: Ishita Pathak  
Sus Road, Pashan,  
Pune - 411021



5. The result of the e-voting is as under:

**a) Ordinary Resolution No. 1 – To receive, consider and adopt:-**

a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> 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 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
30	746735	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2	28008

**b) Ordinary Resolution No. 2 – To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2016.**



(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	774743	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) **Ordinary Resolution No.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.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
14	382520	49.42%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
17	391523	50.58%



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	700

**d) Ordinary Resolution No. 4 – Ratification of appointment of Statutory Auditors.**

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	774743	100%

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**e) Ordinary Resolution No. 5 – Ratification of Cost Auditors' remuneration.**

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	774743	100%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

f) **Ordinary Resolution No.6** – Re-appointment of Mr. V. R. Garware (DIN: 00092201), as Chairman & Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
29	712806	92.08%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	61237	7.91%

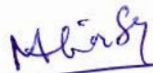
(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	700



6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



Sridhar G. Mudaliar

Practicing Company Secretary

FCS No. 6156

C. P. No. 2664



Place: Pune

Date: August 10, 2016