

**47TH ANNUAL GENERAL MEETING
OF THE MEMBERS OF
GARWARE TECHNICAL FIBRES LIMITED
(formerly GARWARE-WALL ROPES LIMITED)**

THROUGH VIDEO CONFERENCING (“VC”) AT 10:30 A.M. (IST)

Transcription of the proceedings of the AGM held through VC

Chairman	<p>Good morning Ladies & Gentlemen, I welcome you all, to the 47th Annual General Meeting of the Company.</p> <p>It is 10.30 a.m.</p> <p>Since the Company Secretary has confirmed me that the required quorum is present, I, therefore, call the Meeting to order.</p> <p>I would like to let you all know that the proceedings of this meeting are being recorded.</p> <p>All members of the Board are present in the Meeting through Video Conferencing.</p> <p>I now introduce members of the Board present in the Meeting:</p> <p>Ms. Mayuri Garware is a Director and joining this meeting from Pune.</p> <p>Mr. S. P. Kulkarni is a Director and Chairman of Audit Committee and Nomination and Remuneration Committee and joining this meeting from Pune.</p> <p>Mr. S. S. Rajpathak is a Director and Chairman of Stakeholder Relationships Committee and CSR Committee and joining this meeting from Pune.</p> <p>Ms. Mallika Sagar is a Director and joining this meeting from Mumbai.</p> <p>Mr. A. S. Wagle is a Director and joining this meeting from USA.</p> <p>Mr. Ashish Goel is a Director and joining this meeting from Mumbai.</p> <p>Mr. Shashank Gupta, Chief Financial Officer (CFO), Mr. Sunil Agarwal, Company Secretary, Mr. Dhwanee Buch, AVP-Accounts and Mr. Abhay Mehta, Statutory Auditors are also present in this Meeting through Video Conferencing.</p> <p>The Ministry of Corporate Affairs (“MCA”) has vide its various circulars permitted the holding of the Annual General Meeting through VC / OAVM form, without the physical presence of the Members at a common venue.</p> <p>Accordingly, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and read with the said MCA Circulars and SEBI Circular, this 47th Annual General Meeting is being held through video conferencing.</p>
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	<p>In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India read with Guidance / Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed Venue of the AGM.</p> <p>The joining to this meeting is opened for 15 minutes before and after the schedule time of the commencement of the meeting, which is 10:30 a.m.</p> <p>As mentioned in the AGM Notice, the facility of participation at the AGM through Video Conferencing and other audio visual means has been made available for 1000 members on first come first serve basis, except for large shareholders (Shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key-managerial personnel(s), Chairperson of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee as well as the Auditors who are allowed to attend the AGM without any restrictions on account of first come first serve basis.</p>
Chairman	<p>Since this AGM is being held through video conferencing, whereby physical attendance has been dispensed with and in line with the aforesaid MCA Circulars and SEBI Circulars, the facility to appoint a proxy to attend and cast vote for the Member is not made available for this AGM.</p> <p>The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or arrangements in which Directors are interested are available for inspection of the Members on the Company's website.</p>
Chairman	<i>The Chairman to read out Chairman's Speech as per text given below.</i>
Chairman	<p>Dear Shareholders,</p> <p>I am pleased to present the annual report of your Company for the financial year (FY) 2023-24.</p> <p>I am pleased to present our annual report. Reviewing our performance during the year and our future prospects. I am happy to report that we have made significant strides in strengthening our market position and executing our strategic plans.</p> <p>During the year, the global business environment was marked by moderate to strong demand across various application segments and geographical regions. In the aquaculture industry, which has been our largest business segment in recent years, there was a strong demand for our innovative products that offer significant operational cost savings, environmental sustainability, and ease of use. Simultaneously, the market for our geosynthetic solutions saw growing momentum due to demand from infrastructure and environmental protection projects. This trend was evident both in the domestic and international markets. Overall, there was a marked preference for our top-tier, value-added solutions backed by demonstrated capability to meet specific requirements, which led to improved margins.</p> <p>Responding to the opportunities, we achieved a healthy bottom-line performance, underpinned by a strong cash-flow position. I am proud to report that we exceeded the profit after tax (PAT) milestone of ` 200 crore rupees,</p>

marking a significant accomplishment in our growth story. Our profitability was driven by closer connectivity with customers in crucial international markets, a major increase in our geosynthetics business, and improved process efficiencies. These growth drivers, along with our solid financial footing, ensure that we are well positioned to navigate challenges and seize opportunities in the future.

I am delighted to report that our geosynthetics division recorded exceptional progress, both financially and technically. We exceeded our revenue and operating profit targets. Our international presence was strengthened with key projects, including coastal protection and river training solutions in Central America. In the domestic market, we reinforced our expertise in reservoir lining and landfill capping. The completion of a complex project to control river erosion, in the face of severe geographical challenges, underscored our resilience and commitment to address customer needs. Additionally, in line with our strategy to refocus on the domestic market, we saw significant growth in our domestic value-added products.

We earned total revenue of ₹ 1325 crores for the year ended 31st March 2024, an increase of 2% from the previous year. Consolidated operating earnings before interest, taxes, depreciation and amortization (EBITDA) increased by 22% to touch Rs. 315 crores. Consolidated profit before tax was Rs. 272 crores, an increase of 22% over the previous year. Our Board of Directors has declared an equity dividend of 30% amounting to Rs. 3.00 per share.

Looking ahead, our focus remains on profitability, by broadening our geographic reach and product portfolio with value-added solutions. There are several promising signs of success. We have received a positive response in key markets for our non-salmon offerings, indicating strong potential for growth. In Southern Europe, we are increasing our market share by expanding our reach to new customers and new geographies. Geosynthetics is a high potential growth business for us, and we are focusing on both the Indian and international expansion. We are enlarging our sports product line and targeting new markets in South Europe and South America.

While exports will continue to constitute the major part of our business, we are renewing our focus on the domestic market. We plan to expand our range of value-added products, which is expected to increase our margins and strengthen our competitive edge over local suppliers in the coming years. India has been recognized as a key growth economy, and we are realigning our efforts accordingly.

Our commitment to excellence is reflected in all our activities. Our establishments in India have been recognized as a Great Place to Work (GPTW). We are expanding our team overseas, and through key engagement initiatives, we are ensuring that we attract and retain top talent. We are enhancing our manufacturing processes to further optimize our operations and efficiency. Sustainability remains at the core of our strategy, with our solutions aligning with global environmental goals.

Possible supply chain disruptions due to geopolitical conditions present challenges in the near future. However, we are well equipped to deal with these issues, due to our strategic agility and strong financial foundation.

	<p>In closing, I would like to extend my gratitude to our dedicated employees, valued customers, and shareholders. Your unwavering support and trust have been crucial to our achievements. As we continue to build on our successes and explore opportunities for growth, I am confident that we will sustain and increase value in the years ahead.</p> <p>V. R. Garware Chairman & Managing Director</p>
Chairman	<p>I have to point out that as can be noticed from Auditors report there are no qualifications, observations or comments on financial transactions or other matters which have any material adverse effect on the functioning of the Company mentioned in the Auditors' Report. As such, as per the provisions of Section 145 of the Companies Act, 2013, the Auditors Report will not be read out.</p> <p>Further, as can be noticed from the Secretarial Auditors report, there are no qualifications, observations or comments or other remarks in the Secretarial Auditors report. As such, the Secretarial Auditors Report will also not be read out.</p>
Chairman	<p>With your permission, I take the Notice convening this AGM, which includes all the resolutions as set out in Item Number 1 to 4 of the Notice as read.</p>
Chairman	<p>The members are aware that the Company had provided remote e-voting facility to the members to cast their votes electronically during Monday, 16th September, 2024 at 9:00 a.m. (IST) and ends on Wednesday, 18th September, 2024, at 5:00 p.m. (IST), in respect of all businesses mentioned in the notice as per provisions of Companies Act, 2013 and Rules made there under.</p> <p>However, if there are members who are present at the AGM through VC / OAVM but have not cast their votes by availing the remote e-Voting facility, can vote by use of e-Voting system provided by NSDL at the AGM.</p>
	<p>The e-Voting facility shall be disabled by NSDL after 15 minutes of the conclusion of Meeting.</p> <p>This is to inform that Mr. Sridhar Mudaliar, Partner of SVD & Associates has been appointed as scrutinizer for remote e-voting, and will also be the scrutinizer in respect of e-voting during the meeting, who will scrutinise the voting process in a fair and transparent manner. He is attending this meeting through video conferencing.</p>
Chairman	<p>Before you commence e-voting, I would like to mention that Members were requested to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM to reach the Company's e-mail on or before Thursday, 12th September, 2024.</p> <p>Further, Members who would like to express their views or ask questions as a Speaker during the AGM were also requested to pre-register themselves by sending a request from their registered e-mail address between Monday, 11th September, 2024 and Sunday, 15th September, 2024.</p> <p>The Company has received requests from 4 shareholders, i.e. Ms. Renuka Bhatia, Mr. Yusuf Yunus Rangwala, Mr, Prabhjot Singh Sahni and Mr. Abhishek Gupta to register themselves as Speaker. Mr. Abhishek Gupta has also sent his questions in advance.</p>

	<p>To start speaking, the shareholder, who had registered himself as Speaker as aforesaid is requested to click on the 'Video On' button at the centre of your screen after his name is announced to ask the questions and after you have been placed on "unmute" by the host. If the Speaker is not able to join through video for any reason, the Speaker can participate through an audio mode.</p> <p>We would like to request Speakers to kindly limit their questions / comments to 3 minutes.</p> <p>We will listen to all the questions before we answer as many as we can.</p> <p>We will try to answer the questions and if any question remains unanswered, concerned shareholder is requested to contact our team offline after the AGM is over.</p> <p>I now request Ms Renuka Bhatia to ask the questions on the Financial Statements or any other business of the Agenda.</p>
Mr.Bhatia	Respected Chairman Sir, Eminent Board of Directors, and my friend, Sir, am I audible, sir? Respected Sir, am I audible?
Chairman	Yes, you are audible, please go ahead with your question.
Mr. Bhatia	<p>Chairman Sir, I hope you won't mind my speaking in Hindi. Sir, you gave us such a beautiful chairman's speech. In that, you have spoken about the company. We felt good while listening because our company is doing well. And Since Garware Sir took the charge, company is doing extremely well. I mean to say, you are a good type of a respected chairman. Under your leadership, company is doing extremely well. Your good self, the Board of Directors, and shareholders (not clear 13.06-13.07). Total revenue, that is 1325 crore, EBITDA increased by 22%, touched to 315 crore, and you gave us 3.00/- Rs. Dividend. Such a marvelous. And 100 crore Rs. Transferred to general reserves, such a good point. I appreciate it. You have also played an extremely important role in Export Sales. For that, I want to praise you. Earning foreign exchange for country in export sales is very praiseworthy.</p> <p>Corporate Governance, in this regard, I will say, you have shown such a good manner. For this, the credit goes to CFO and company secretary.</p> <p>You have paid significant attention on CSR activities. I praise you for that too.</p> <p>Yes, quality, In this regard, I will say, Mr. Chairman, my respected chairman, never compromise on quality. Our quality is second to none. Don't ever compromise on it. For link and balance sheet, I thank secretary and their team who called me two to three times to check if I have received the link and the balance sheet. Such a investor-friendly company, investor-friendly staff.</p> <p>So, I am thankful to each and every person. I won't waste the time of Chairman Sir, board and employees because of whom the company is reaching to new heights. I hope, the company will show good results going further. With these words, once again I support and (not clear 14.46) the balance sheet. God bless you Mr. Chairman, Thank You!</p>

Chairman	Thank you, Bhatia Sir, very kind of you. We always appreciate your feedback. Thank you so much!
Chairman	I now request Yusuf Yunus Rangwala to ask the questions on the Financial Statements or any other business of the Agenda.
Mr. Yusuf Rangwala	Hello, I'm audible, Mr. chairman sir?
Chairman	Yes, please go ahead.
Mr. Yusuf Rangwala	<p>Good Morning, Sir. I am Yusufbhai Rangwala, speaking from Mumbai. Sir, this is a 47th annual general meeting.</p> <p>Sir, point number one. Sir, our product.. In Masjid Bandar... There are many parties. Garware wall rope which is famous among the fishermen who use our products. There are around seven-eight people. Sir, what is the total number of staff we have?</p> <p>Point number two. In that total, how many are permanent and how many are temporary?</p> <p>Point number three. Sir, when was the last bonus given?</p> <p>Sir, point number four. 3.00/- Rs. Dividend on ten rupees share. It is very excellent. The Annual copy you send me. That is around 300 pages. And I thank our Sunil Agarwal sir for giving us very excellent service. He is a very hard working company secretary.</p> <p>Chairman Sir, our Garware wall rope is world famous. Our products are available all-over India. Sir, for example, our products are also available in Canada, Africa, United States.</p> <p>Sir, I wanted to know about one more thing. What do you think about splitting the 10/- Rs. share? Our market rate is good too. At present, It is around 1500 Rs. Why not, splitting the share in 1/- Rupee? What is your view, sir?</p> <p>We are completing 50 years in 3 years. How we are going to celebrate this occasion, sir? After 3 years, if possible, from next year, arrange the AGM in physical form. I live in Bombay. I would like to meet you in Pune. You are one of the excellent and one of the hard-working chairman. By connecting with you, we feel as if we are close to you. Because of mobile, we feel like we are in Pune. We feel like we are talking to you in Pune. This is how good the service is. This is a very excellent technology.</p> <p>Sir, I am very happy and very proud shareholder of this company. Sir, what do you want to know about manufacturing plan? We are in three factories. In all three factories, manufacturing is done very well. We have a very good plan. Working is also good. Everything is good, sir.</p> <p>Sir, I want to share a small thing. I will be as happy to meet you and see your face as the blossoming of buds and the fragrance of flowers and may this association with Garware will last forever. Wishing you a very happy Dusshera, Diwali. I give you good wishes for all the festivals.</p>

	<p>Sir, today I had many meetings. But, I left all the meetings. Because Sunil Sir and your team provide a very excellent service. What I can say about you, Sir? Garware Sir, how about your health? I want to ask about your health. Health is good, Sir? Please keep smiling and don't worry sir.</p> <p>(Not clear 18.05-18.08) For example, Motilal Oswal, Sharekhan, and so many brokers are telling to (not clear 18.14-18.16) In 2025, rate of your company will be doubled. (not clear 18.19-18.20) Brokerages are telling to buy because of good working and good profits. Everything is good, Sir.</p> <p>I end my speech here only. Thank you very much.</p>
Chairman	<p>Thank you Mr. Rangwala. You know, Always you are such a supportive. And so many of our shareholders, so much support. Fortunately, my health so far is good. As long as my wife looks after me, I will be okay. So thank you very much for that.</p> <p>We will come back and answer the questions at the end, thank you.</p> <p>I now request Prabhjot Singh Sahni to ask the questions.</p> <p>If you would like to ask the question, please?</p>
Prabhjot Singh Sahni	<p>Do you hear me, Sir?</p>
Chairman	<p>Your voice is very soft, Mr.Sahni. Yes, Now, Thank you.</p>
Prabhjot Singh Sahni	<p>Yes, I am saying that I am one of the oldest shareholder. I think 90's. And I believe I have seen all your ups and downs. And I have been with you and have seen you perform so well. And just a few questions of mine.</p> <p>That we have been performing so well in last recent years. And having an operating profit margin of 21%. Is that operating profit margin is maintainable?</p> <p>We have around 28 patents. Any new product we have developed? And we are seeking new patents in that? And who is our closest competitor globally and in domestic market? What is our capacity utilisation? Any new capex in plan? And any venture we are looking into? There is so much cash in our books. And my last question is, what is sales mix as to our marine product and other products? And any other benefit we have got with the new marine policy of Government?</p> <p>Thank you very much. And I congratulate you with such a great performance you have done in last year. And, thank you very much. I am very proud to be a shareholder. Thank you very much.</p>
Chairman	<p>Thank you so much. Mr. Sahni. I will come back and answer towards the end. Thank you.</p>

Chairman	Mr. Gupta has already send his questions in. So, please give me one minute. I'll just come back and try to answer all the questions.
Abhishek Gupta	Good morning, everyone. Am I audible?
Chairman	Yes, Mr. Gupta, you are audible. If you have already sent your questions in, we have already got them. So we will just come and respond to everything if that's okay.
Abhishek Gupta	<p>Just wanted to say this like, I am invested in your company since 2013. The price of your share was only 80/-. So since then, me and my wife is holding these shares and even in fact, increased. So, it's been more than 10 years. And just wanted to say that what I have observed in those 10 years is that, in terms of performance, it's been all good. Even though we have seen the Covid, but you have done exceptionally well.</p> <p>And the second one, which we always confusing the other companies although a look in other companies is that how they treat their employees? To what I have seen, with your company, that you consistently got the award of 'the best place to work with.' So, we also believe if we care for the employees, employees also care for the company. So, which gives us the confidence to stay with the company for long. So, this is it. And thanks for giving me the opportunity to ask the questions.</p>
Chairman	<p>Thank you so much, Mr. Gupta. I really appreciate that. And, you are right. Finally, it's one family. And the very key value for us is the family bond that is there with our team. We will keep on working on that. Thank you. Just give me one minute, please.</p> <p>Ok, so, thank you for waiting. So I will just answer Mr. Rangwala's few questions.</p> <p>Mr. Rangwala, we have roughly 1000 permanent people with us. 500 and some workers, in the factory, and 575 staff. Temporary is a floating number, we obviously have people coming in and going depending on load and in certain manual operations.</p> <p>You asked about the last bonus was in 1993. So, it's a certainly been some time. We have examined and continue to examine the option of a split. So far, as also advised to us by bankers etc. split has not added that much value. And finally we are looking for maximizing shareholders value. So, that's a process that is continuing. And Shashank, the CFO is here. He is looking again and again. But, we will also be examining, we evaluated almost every and see how will it help find the shareholders value. That's really what we are targeting. Which we will continue to look at.</p> <p>Regarding the physical AGM, I will ask Sunil to take a look. And we can see if that's possible. We will get back to you on that.</p> <p>Mr. Sahni, your questions regarding the operating profit margin. We do believe it is maintainable. As we have grown the value added products portfolio in our company, that is one of the key things that drives this profit margin and we will continue to work on that. So the R & D and innovation team is constantly working on a new product (not clear 25.35) to add value to customers and that is a part of leading to the next question that you ask regarding patents.</p> <p>We have a few new products already where we have applied for patents - two of them are in aquaculture and some other areas. So, as the patents get approved, of course we will inform and that continues to grow in terms of number of patents that we have.</p>

Regarding capacity utilisation and capex, we are roughly around 80% capacity utilisation, but the fortunate part for us is that our machines are highly flexible. So, they can operate for aquaculture, fishing, and sometimes sports fairly flexibly. We do have and we do see cycles in the ordering patterns and used patterns of these businesses. So, we are able to smoothen the capacity utilisation because of this flexibility.

As far as capex is concerned, we are looking and doing roughly between 30 and 50 crores a year of capex. This is where we need it, we can debottleneck where we can add faster through put. And lot of the capex goes on improving finally (not clear 26.48) not just the adding the new machines. So, it also goes in improving machines. And adding capacity through that route.

Regarding the sales mix that you asking of marine vs. others, aquaculture is roughly 30% of the sales and fishing would be roughly 20. So, if we take marine, it could be roughly 50%. But overall the plus side for us also is that, roughly 70% of the sales, come finally from food. So, aquaculture, fishing, agriculture or all of these finally go towards production of food. So, this is relatively insulated and that helps us even in periods like Covid. To be insulated from economic cycles. So, that's a significant benefit for us.

Regarding the new marine policy, yes, there are definitely lot of positives that have come from Government. We are also very hopeful of the marine aquaculture growth in India. So, like we have seen, elsewhere in the world, India has a very large coastline and good conditions for aquaculture. So, the new policy will hopefully help to drive that further.

Mr. Gupta, the questions that you sent in and thank you for your comments and the questions that you sent in regarding us doing quarterly con-calls. We have looked at this in the past. Our belief so far has been that you know, our job really is to work to deliver value and to run the business well. The con-calls, they take a fair amount of preparation and focus and time away from that job by the team. So, we have in fact, consciously, so far avoided it. We don't see there is that much change quarter to quarter. By our press releases every quarter, we try and highlight the major items. But we will relook at this and see. We do for institutional investors, we generally meet thrice a year in any case and we do have those presentations also upon our website. So, there is an update mechanism. But, we have consciously so far stayed away from having a quarterly con-call which takes a lot of time and effort away right from CFO onwards the entire operating team has to put a lot of energy there.

So, finally I believe, even for shareholders the best thing is make sure that we are delivering good results. In that, we should spend our time.

Regarding the Red Sea crisis impacting the company, it has been a challenge. For us also, though we are being very much focused on adjusting to it. So, obviously as you may know, shipping routes have changed, adding roughly 10 to 15 days in terms of delivery. But now, that is something we are factoring in into our plan itself.

The bigger issue, is of course the significant variations and fluctuations in the freight rates. And the availability of containers and ships and those kind of things, which are more logistic challenges. But, I think they will be short-term and we do pass those things through to the customer at the end of the day. And that's why we are able to maintain margins. And customers also, it's a very transparent, shipping index is very

	<p>transparent globally. So, the customers also understand the changes in freight. So, it doesn't impact us that much as a more than a short-term impact. Longer term, not so much.</p> <p>How does the company see the Indian market in terms of growth opportunity? I think I mentioned also in the speech that it is something that we have probably not focused on well enough in the earlier period. About one and half years ago, we did decide to re-focus and we have internally brought all of the domestic business under one new gentleman, who is coming to take charge of that. That is certainly delivering results. We are (not clear 30.51-30.53) last financial year. 2024, we have grown quite well in domestic and the entire domestic team has really taken a lot of execution drive, lot of focus, to get domestic growing again. So, we are driving value added solutions in domestic as we have doing overseas. And we look forward to domestic being a larger and larger part of our business going forward.</p> <p>I believe I have covered all the questions. So, if there are any other things that I have not covered, I request you to please connect with our team again offline. And we can take that.</p>
Chairman	The Members are now requested to cast their votes using the e-voting platform provided by NSDL. The Members, those who have cast their votes through remote e-voting are requested not to cast votes again through the e-voting system.
Chairman	A consolidated result along with scrutinizer's report of the total votes cast in favour or against, if any, will be placed on the Company's website and sent to the stock exchange within 2 working days of the conclusion of this Meeting.
Chairman	<p>I thank you all for participating in the meeting through video conferencing. Stay safe and take good care of your health.</p> <p>Thank You.</p>
Company Secretary	<p>Thank you Chairman Sir, I now formally propose a vote of thanks to the Chair and hereby declare the proceeding of the meeting as closed.</p> <p>Once Again, the Members are requested to cast their vote if not casted earlier. NSDL platform shall remain open for the next 15 minutes to cast the votes. After that NSDL platform would be disabled.</p> <p>Thank You.</p>