

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:2018

May 11, 2018

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)

Sub:- Submission of Postal Ballot Notice dated 18th April, 2018 alongwith Postal Ballot Form

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated 18th April, 2018, alongwith Postal Ballot Form dispatched to all the Members of the Company, for seeking their approval by way of Special Resolution through physical Postal Ballot / voting by Electronic Means ("e-Voting") for changing the Name of the Company from "Garware-Wall Ropes Limited" to "Garware Technical Fibres Limited" and consequential amendment to Memorandum of Association and Articles of Association of the Company pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 ("the Act") and the Rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please acknowledge this communications.

Thanking You,

Yours faithfully,

For Garware-Wall Ropes Limited


Sunil Agarwal
Company Secretary
M.No. F 6407



GARWARE-WALL ROPES LIMITED

Registered Office: Plot No. 11, Block D-1, MIDC, Chinchwad, Pune - 411 019.
Website: www.garwareropes.com, CIN No. L25209MH1976PLC018939
Tel : (020) 30780000, Fax : (020) 30780341, E-mail : secretarial@garwareropes.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To,
The Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"), Secretarial Standard – 2 ("SS-2") issued by the Institute of Company Secretaries of India, and any other applicable laws and regulations for the time being in force, that the resolution set out below is proposed to be passed as a Special Resolution by way of Postal Ballot / Voting by Electronic Means ("e-Voting").

SPECIAL BUSINESS:

1. **Approval for changing the Name of the Company from "Garware-Wall Ropes Limited" to "Garware Technical Fibres Limited" and consequential amendment to Memorandum of Association and Articles of Association of the Company:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government / Stock Exchanges / appropriate Regulatory and Statutory Authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for changing the name of the Company from **"Garware Wall-Ropes Limited"** to **"Garware Technical Fibres Limited"**.

RESOLVED FURTHER THAT upon the receipt of fresh certificate of incorporation upon change of name of the Company, the name i.e. **"Garware Wall-Ropes Limited"** wherever appears in the Memorandum of Association and Articles of Association of the Company be substituted with the name **"Garware Technical Fibres Limited"**.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and furnish information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

By Order of the Board of Directors,

18th April, 2018
Pune

Sd/-
Sunil Agarwal
Company Secretary
M. No. FCS 6407

Notes:

- 1) An explanatory statement pursuant to the provisions of Section 102 of the Act setting out material facts is appended hereto.
- 2) The Company is providing voting facilities to the Members through the Postal Ballot Form and e-Voting.
- 3) The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members, whose names appears on the Register of Member / list of Beneficial Owner as received from the Depositories viz. National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 4th May, 2018 ("Cut-off date").
- 4) Only a Member holding shares as on the Cut-off date is entitled to exercise his / her vote through Postal Ballot / e-Voting and send it to the Scrutinizer.
- 5) As per Section 110 of the Act, read with Rule 18 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and SS-2, notice of the Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail ID with Depositories or with the Company are being sent this Notice of the Postal Ballot by e-mail and the Members who have not registered their e-mail IDs / requested for physical copy will receive Notice of the Postal Ballot along with the Postal Ballot Form by permitted mode.

- 6) Mr. S. V. Deulkar, Partner of M/s. S. V. D. & Associates (CP No. 965) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner and in accordance with the applicable laws.
- 7) Voting by electronic means:

In compliance with the provisions of Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote through e-Voting services provided by CDSL.

The instructions for e-Voting are as under:

- (i) The voting period begins on Saturday, 12th May, 2018, (9.00 a.m.) and ends on Sunday, 10th June, 2018, (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Friday, 4th May, 2018 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter and Members shall not be allowed to vote beyond the said date and time. A person, who is not Member as on the Cut-off date should treat this Notice for information purposes only.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" / "Members" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / DP are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Garware-Wall Ropes Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed.

If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly, modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the changed login password, then, enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Members & Custodians:
- Non-individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a Compliance User using the admin login and password. The Compliance User would be able to link the account(s) linked in the login which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Sunil Agarwal, Company Secretary at the Registered office address or Tel. (020) 30780000 or e-mail at secretarial@garwareropes.com.
- 8) Members may also note that the Postal Ballot Notice along with the Postal Ballot Form will also be available on the Company's website: www.garwareropes.com and on the website of the CDSL for download.
- 9) Members who do not have access to e-Voting are requested to fill in the Postal Ballot Form enclosed with the Notice (a copy of the same also forms part of the soft copy of the Postal Ballot Notice) and submit the same in a sealed envelope to the Scrutinizer (postage pre-paid business reply envelope is enclosed). Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected. The Postal Ballot Form must be received by the Scrutinizer appointed by the Board of Directors of the Company at "Mr. S. V. Deulkar, Partner, M/s. S.V.D. & Associates, Scrutinizer, C/o LINK INTIME INDIA PRIVATE LIMITED, Unit : GARWARE-WALL ROPES LIMITED, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083." on or before Sunday, 10th June, 2018 (5.00 p.m). Postal Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted. The Scrutinizer's decision on the validity of the Postal Ballot Forms will be final. Members are required to vote only through the Electronic Means or through the Postal Ballot and in no other form. If a member casts votes by both modes, then voting done through the Electronic Means shall prevail and through Postal Ballot shall be treated as invalid. Please note that any Postal Ballot Form(s) received after that date will be treated as if reply from such Member has not been received.
- 10) A Postal Ballot Form and a self-addressed postage pre-paid business reply envelope are attached to this Postal Ballot Notice. You are requested to carefully read the instructions printed on the Postal Ballot Form enclosed hereto and return the completed and signed form in the enclosed self-addressed postage pre-paid business reply envelope.
- 11) In case, shares are jointly held, the Postal Ballot Form should be completed and signed as per the specimen signature registered with the Company by the first named Member and in his / her absence, by the next named Member.
- 12) The Scrutinizer, after completion of scrutiny, will submit his report to Chairman & Managing Director of the Company with copy to the Company Secretary on or before Tuesday, 12th June, 2018. The Results declared alongwith the report of the Scrutinizer will be put up on the Company's notice board at its Registered Office on or before Tuesday, 12th June, 2018 and will also be posted on the website of the Company. The results shall also be communicated to Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- 13) The special resolution at Items No. 1 of the Postal Ballot Notice shall be declared as passed if votes cast in favour of the said resolution by the Members so entitled and voting are not less than three times the number of votes, if any, cast against the same.
- 14) The last date for casting of vote i.e. Sunday, 10th June, 2018 will be taken to be the date of passing of the said Special Resolution by the Members of the Company, if approved by requisite majority.

- 15) Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent through permitted mode along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a Postal Ballot Form in physical or a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent i.e., Link Intime India Pvt. Limited. Link Intime India Pvt. Limited shall forward the same along with self-addressed postage pre-paid business reply envelope to the Members.

Link Intime India Pvt. Ltd.
Block no. 202, Akshay Complex, Near Ganesh Temple, off Dhole Patil Road, Pune - 411 001
Tel: +91 20 26160084 | 26161629 / Email: pune@linkintime.co.in

ANNEXURE TO THE POSTAL BALLOT NOTICE EXPLANATORY STATEMENT

The following explanatory statement sets out the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 18th April, 2018.

Item No. 1

Garware-Wall Ropes Limited ("the Company") was incorporated in the year 1976 and was formed in collaboration with Wall Industries Inc. USA. Subsequently, Wall Industries, USA had divested their stake in the Company.

Besides the manufacturing of synthetic ropes, over the years, the Company has diversified into various new business segments like aquaculture, infrastructure solutions, etc., with export to more than 75 countries.

The Company is mainly engaged in the business of manufacturing, buying, selling, exporting and dealing of various products such as Ropes, Cordage, Strings and Twine of every description and its basic input is "Fibres".

The Company invests its technical expertise, research and development and the intellectual property in "Fibres" that powers the growth and results in overall business of the Company.

'Technical Fibres' are the epicenter of the Company's value proposition, therefore it is considered in the new name, which truly connects the Company with its business activities.

Considering the present business segments and future business needs of the Company, a rejuvenation of the Company's corporate name was felt imperative by the Board of Directors of the Company.

In view of the above, the Board of Directors of the Company recommended to change the name of the Company from "Garware-Wall Ropes Limited" to "Garware Technical Fibres Limited" and to make necessary amendments to the respective clauses in the Memorandum of Association and Articles of Association of the Company, to give effect to this change.

The Company has received the name availability letter from the Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, New Delhi wherein the name "Garware Technical Fibres Limited" has been made available to the Company.

The change of name of the Company from "Garware-Wall Ropes Limited" to "Garware Technical Fibres Limited" shall be subject to the approval, consent, sanction and permission of the Central Government / Stock Exchanges / appropriate Regulatory and Statutory Authorities as may be necessary.

The change of the Company name as proposed would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / Stakeholders.

Pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and Rules made thereunder, change in Company name and consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the Members by way of Special Resolution.

All documents referred to in the accompanying Postal Ballot Notice and Statement Annexed thereto would be available for inspection to the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m. till the last date for receipt of the Postal Ballot Forms from the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out in Item No.1 of the Postal Ballot Notice for the approval of the Members as a Special Resolution.

By Order of the Board of Directors,

18th April, 2018
Pune

Sd/-
Sunil Agarwal
Company Secretary
M. No. FCS 6407



GARWARE-WALL ROPES LIMITED

Registered Office: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune: 411019.

Website: www.garwareropes.com, CIN: L25209MH1976PLC018939

Tel.: (020) 30780000, Fax.: (020) 30780341, Email: secretarial@garwareropes.com

POSTAL BALLOT FORM (Pursuant to Section 110 of the Companies Act, 2013)

Sr. No.:

1. Name of the Sole / First named Member :
(in block letters) and Registered Address
2. Name(s) of Joint Member(s), if any :
3. Registered Folio No. / *DP ID & Client ID :
(*Applicable to Members holding shares in dematerialized form)
4. Number of Equity Shares held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed by way of Postal Ballot / Electronic Means ("e-Voting") for the business stated in the Postal Ballot Notice dated 18th April, 2018 of Garware-Wall Ropes Limited, by conveying my / our assent (FOR) / dissent (AGAINST) to the said Special Resolution as under by placing a tick (✓) mark in the appropriate column below.

Sr. No.	Description	No. of Shares for which Votes Cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval for changing the Name of the Company from "Garware-Wall Ropes Limited" to "Garware Technical Fibres Limited" and consequential amendment to Memorandum of Association and Articles of Association of the Company			

Place : _____

Date : _____

(Signature of the Member / Beneficial owner)

ELECTRONIC VOTING PARTICULARS

EVSN (e-Voting Sequence Number)	User ID	* Default PAN / Sequence Number

*** Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Default PAN / Sequence Number field.**

- Note:
1. Please read carefully the instructions printed overleaf before exercising your vote.
 2. Please send your Ballot Form in the self-addressed postage pre-paid business reply envelope enclosed herewith so as to reach on or before Sunday, 10th June, 2018, (5.00 p.m.).
 3. The e-Voting facility will be available from Saturday, 12th May, 2018, (9.00 a.m.) and ends on Sunday, 10th June, 2018, (5.00 p.m.).

INSTRUCTIONS:

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return duly completed in the enclosed self-addressed postage pre-paid business reply envelope to the Scrutinizer, M/s SVD & Associates, C/o LINK INTIME INDIA PRIVATE LIMITED, Unit: GARWARE-WALL ROPES LIMITED, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083, so as to reach by 5.00 p.m. on or before Sunday, 10th June, 2018. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expenses of the registered Member will also be accepted. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
2. This Postal Ballot Form should be completed and signed by the Member. In case, shares are jointly held, the Postal Ballot Form should be completed and signed as per the specimen signature registered with the Company or the Depository Participant by the first named Member and in his / her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority Letter together with attested specimen signature(s) of the authorized signatory(ies). A Member may sign the Postal Ballot Form through an Attorney appointed specifically for this purpose, in which case an attested copy of Power of Attorney should be attached to the Postal Ballot Form.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on the cut-off date i.e. Friday, 4th May, 2018.
5. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at item No. 1 above.
6. There will be only one Postal Ballot Form for every Folio irrespective of the number of joint holders.
7. The right of voting by Postal Ballot Form shall not be exercised by Proxy.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Self Addressed Postage Pre-paid Business Reply Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
10. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing tick mark (✓) in both the column will render the form invalid. This Postal Ballot Form should be used for voting, no other form shall be accepted.
11. Photo copy of the Postal Ballot Form will be treated as invalid.
12. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will liable to be rejected.
13. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
14. The Scrutinizer's decision on the validity of the Postal Ballot Forms shall be final and binding.
15. The Company is also offering e-Voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. In case if a Member casts votes by both modes, i.e. e-Voting and Postal Ballot Form, then voting done through the e-Voting shall prevail and Postal Ballot Form shall be treated as invalid.
16. Voting Result will be declared at the Registered Office of the Company in the manner specified in the Postal Ballot Notice. The Results declared alongwith the report of the Scrutinizer will be put up on the Company's notice board at its Registered Office on or before Tuesday, 12th June, 2018 and will also be posted on the website of the Company : www.garwareropes.com and on the website of the CDSL e-voting. The results will be thereafter communicated to the Stock Exchange(s) for the information of the Members.