

**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**

---

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) 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 Auto Cluster Auditorium, Auto Cluster Development & Research Institute Limited, H-Block, Plot C-181, Off Old Mumbai-Pune 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 the poll taken 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 & Research Institute Limited, H-Block, Plot C-181, Off Old Mumbai-Pune Highway, Chinchwad, Pune-411019. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.



3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid.

4. The result of the Poll 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 present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 80   | 8312969                      | 100%                                  |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % 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 |
|--|------------------------------------|
| 9*   | 2432                               |

*Note:-\*Two shareholders who have partly voted "for" and partly "not voted" for the resolution.*



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 present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 79   | 8311469                      | 100%                                  |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % 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 |
|--|------------------------------------|
| 9*   | 3932                               |

*Note:-\*One shareholder who has partly voted "for" and partly "not voted" for the resolution.*

c) **Ordinary Resolution 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 present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 76   | 8290437                      | 99.99%                                |



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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 696                          | 0.01%                                 |

(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 |
|--|------------------------------------|
| 11*  | 24268                              |

*Note:-\*One shareholder who has partly voted "for" and partly "not voted" for the resolution.*

**d) Ordinary Resolution 4 – Ratification of appointment of Statutory Auditors.**

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 79   | 8311469                      | 100                                   |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % 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 |
|--|------------------------------------|
| 9*   | 3932                               |

*Note:-\*One shareholder who has partly voted "for" and partly "not voted" for the resolution.*



**e) Ordinary Resolution 5 – Ratification of Cost Auditors’ remuneration.**

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 79   | 8311469                      | 100%                                  |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % 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 |
|--|------------------------------------|
| 9*   | 3932                               |

*Note:-\*One shareholders who has partly voted “for” and partly “not voted” for the resolution.*

**f) Ordinary Resolution 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 present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 78   | 8291811                      | 100%                                  |



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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

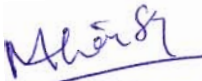
(iii) Not voted/Invalid votes:

| Total number of members who have not voted/whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 10*  | 23590                              |

*Note:-\*One shareholder who has partly voted "for" and partly "not voted" for the resolution.*

5. The poll papers and other relevant records were sealed and 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