

S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

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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,

40<sup>th</sup> Annual General Meeting of the Equity shareholders of Garware-Wall Ropes Limited held on Friday, August 04, 2017 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, S. V. Deulkar, 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 resolutions, at the 40<sup>th</sup> Annual General Meeting of the Equity shareholders of Garware-Wall Ropes Limited held on Friday, August 04, 2017 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 March 31, 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.

(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
62*	7836811	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	No of shares held by them /Total number of votes cast by them
1*	155

\*1 shareholder who has partly voted "for".



b) **Ordinary Resolution No. 2** – To declare Dividend (including one-time Special Dividend) on equity shares for the financial year ended March 31, 2017

(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
61*	7835745	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	No of shares held by them /Total number of votes cast by them
2*	1221

\* 1 shareholder who has partly voted “for” and 1 shareholder who has not voted.

c) **Ordinary Resolution 3** – To appoint a Director in place of Dr. Shridhar Shrikrishna Rajpathak (DIN 00040387), who retires by rotation and, being eligible, offers himself 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
60*	7835705	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	No of shares held by them /Total number of votes cast by them
3*	1261

\*Includes 1 shareholder who has partly voted "for" and 2 shareholders who have not voted.

- d) **Ordinary Resolution 4** – 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.

(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
60*	7835705	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	No of shares held by them /Total number of votes cast by them
3*	1261

\*Includes 1 shareholder who has partly voted "for" and 2 shareholders who have not voted.



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
60*	7835705	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	No of shares held by them /Total number of votes cast by them
3*	1261

\*Includes 1 shareholder who has partly voted “for” and 2 shareholders who have not voted.

f) **Special Resolution 6** – Revision in terms of remuneration of Mr. V. R. Garware (DIN 00092201), 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
60*	7835705	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	No of shares held by them /Total number of votes cast by them
3*	1261

\*Includes 1 shareholder who has partly voted "for" and 2 shareholders who have not voted.

5. The register, all other papers and relevant records relating to poll 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,



S V. Deulkar

Practicing Company Secretary

FCS No. 1321

C. P. No. 965

Place: Pune

Date: August 04, 2017

