



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 Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the following item of business shall be transacted by means of Postal Ballot instead of transacting it at a general meeting for obtaining the assent of the Members of the Company.

On the resolution being assented to by the requisite majority of the Members as a Special Resolution by means of the Postal Ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

An Explanatory Statement, relating to the said resolution, setting out the material facts is annexed to the Postal Ballot Notice along with Postal Ballot Form ("Ballot Form") for your consideration.

You are requested to carefully read the instructions printed on the Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Ballot Form and return the same in original, duly completed, in the enclosed self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer, at the address mentioned on the envelope, not later than the close of working hours i.e. 6:00 p.m. on Thursday, 16th April, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice of Postal Ballot and instructions overleaf the Ballot Form. References to Postal Ballot(s) in this Notice apply to votes received electronically.

RESOLUTION:

Adoption of new Articles of Association in place of existing 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 5, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the regulations contained in the draft Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. V. R. Garware, Chairman & Managing Director of the Company be and is hereby authorized, as may be appropriate or relevant, to implement and to give effect to the above resolution and from time to time, to do and perform or cause to be done and performed all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents and writings with any statutory and / or regulatory authorities and to take all necessary steps for giving effect to the above resolution."

By Order of the Board of Directors,
For **GARWARE-WALL ROPES LIMITED**

Pune
06th February, 2015

S. H. Bamne
VP-Corporate(CFO)

Notes:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts is appended hereto.
- 2) The Company is providing voting facilities to the Members through Ballot Form and through e-voting.
- 3) The Notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / list of beneficial owners received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 6th March, 2015.
- 4) As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with Depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Ballot Form by post.
- 5) a. Mr. S.V. Deulkar, Partner, M/s. SVD & Associates has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
b. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
c. Members who do not have access to e-voting are requested to fill in the Physical Ballot Form enclosed with the Notice (a copy of the same also forms part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer (pre-paid envelope is enclosed). Unsigned, incomplete or incorrectly ticked Ballot Form shall be rejected. The 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. SVD & Associates, Scrutinizer, C/o LINK INTIME INDIA PRIVATE LIMITED, Unit : GARWARE-WALL ROPES LIMITED, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078" on or before Thursday, 16th April, 2015 (6:00 p.m.). Ballot Form 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 Ballot Form will be final. Members are required to vote only through the electronic system or voting through Ballot Form and in no other form. If a member casts votes by both modes, then voting done through the electronic system shall prevail and voting through Postal Ballot shall be treated as invalid.
- 6) Voting through electronic means
In compliance with provisions of Section 108 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with stock exchange(s), the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

1. The instructions for e-voting are as under:

- (i) The voting period begins on Wednesday, 18th March, 2015 (9:00 a.m.) and ends on Thursday, 16th April, 2015 (6:00 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 Friday, 6th March, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" 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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
- (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 for "**Garware-Wall Ropes Limited**".
- (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 print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Members & Custodians.
- Non-Individual Members & custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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) for which they wish to vote on.
 - The list of accounts 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 (POA) 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.
- (xix) 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.
- 7) A Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. You are requested to carefully read the instructions printed on the ballot form enclosed hereto and return the completed and signed form in the enclosed prepaid self-addressed envelope.
- 8) Resolution passed by the Members through postal ballot are deemed to have been passed at a General Meeting of the Members.
- 9) The Scrutinizer, after completion of scrutiny, will submit his report to Chairman & Managing Director of the Company with copy to the Company Secretary on Monday, 20th April, 2015. The result will be put up on the Company's Notice Board on Monday, 20th April, 2015 and will also be posted on the website of the Company www.garwareropes.com.
- 10) The Special Resolution at the item set forth above in the Notice shall be declared as passed if votes cast in favour of the said resolutions by the Members so entitled and voting are not less than three times the number of votes, if any, cast against the same.
- 11) The date of declaration of the results of the Postal Ballot will be taken to be the date of passing the said special resolution by the Members of the Company.
- 12) All the documents referring in the accompanying Notice and explanatory statement are open for inspection on all working days (except Saturdays, Sunday and Public Holidays) between 11.00 a.m. to 1.00 p.m. till the last date for receipt of the Postal Ballot Form i.e. upto Thursday, 16th April, 2015.
- 13) Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. S. H. Bamne, Vice President Corporate and Chief Financial Officer, Garware Wall-Ropes Limited, Plot No.11, Block D-1, MIDC, Chinchwad, Pune - 411 019. Tel.: (020) 3078 0000, Fax : (020) 3078 0341, E-mail : secretarial@garwareropes.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The provisions of the Companies Act, 2013, have been given effect in a phase manner beginning from 12th September, 2013. The Articles of Association ("AOA") of the Company, as presently in force, were framed under the relevant provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration and / or deletion. Further, with the demise of Mr. Ramesh B. Garware, consequential changes are proposed in the existing AOA of the Company.

Given this position, the new AOA requires to be substituted in place of the existing AOA. The draft of the new AOA is available for inspection by 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 without payment of any fees by the Members and also uploaded on website of the Company www.garwareropes.com, for perusal by the Members. A copy of the same shall be given to the Members upon receipt of a request for the same in writing.

The Board of Directors at its meeting on Friday, 6th February, 2015 approved the alteration to the AOA of the Company.

The Board recommends the special resolution set forth above for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out above in this Notice except Mr. V. R. Garware, Chairman and Managing Director and Mrs. Mayuri V. Garware, Director, who forms part of the Promoter Group.

By Order of the Board of Directors,
For **GARWARE-WALL ROPES LIMITED**