

**GARWARE - WALL ROPES LTD.**

Regd. Office &amp; Factory : Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune-411019. India.

Telephone : (020) 30780000, Fax No. : (91-20) 30780341.

E-mail : pune\_admin@garwareropes.com



GWRL:SEC:2013

January 31, 2013

**Pune Stock Exchange Limited**

Shivleela Chambers,

752 Sadashiv Peth,

R. B. Kumthekar Marg,

Pune 411030.

(Company code: 9557)

**Bombay Stock Exchange 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)

Dear Sirs,

**Sub: Amended copy of Articles of Association of the Company**

In continuation of our letter dated 29<sup>th</sup> December, 2012, please find enclosed herewith a copy of the Notice displayed on the Notice Board, declaring the result of Postal Ballot.

In compliance with the Clause 33 of the Listing Agreement, we are enclosing herewith 6 copies of amended Articles of Association of the Company (one of which is certified as true), which stand amended with passing of Resolution through Postal Ballot, as mentioned above.

Thanking you,

Yours faithfully,

For GARWARE-WALL ROPES LIMITED

A. S. Wagle  
Company Secretary

Encl: as above

**GARWARE - WALL ROPES LTD.**

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**NOTICE DECLARATING THE RESULT OF POSTAL BALLOT**

The Members of the Company are aware that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, their approval was sought by means of Postal Ballot vide Notice dated 5<sup>th</sup> November, 2012, for the following:

Resolution No.	Subject matter
1.	<p>Special Resolution to alter the Articles of Association of the Company by</p> <p>i) inserting following clauses under Article 2 (Interpretation Clause), defining the words "Core Promoter" and "Promoter";</p> <p>ii) inserting Article 118A after the existing Article 118 relating to the appointment of non-retiring director;</p> <p>iii) substituting the existing Article 133 with new Article relating to number of directors retiring by rotation;</p> <p>iv) substituting the existing Article 151 with new Article relating to appointment of Chairman of the Board of Directors.</p>

Mr. S. V. Deulkar, scrutinizer, has submitted his report dated 29<sup>th</sup> January, 2013 ("the Report"), to the under signed. In accordance with the Report, the Result of Postal Ballot is as under:

Total No. of Shareholders: 12964


Total No. of Shareholders to whom Postal Ballots sent: 12964

Particulars	No. of Share holders	No. of Shares
Postal Ballot Forms received	544	12797847
Invalid Postal Ballot Forms rejected	26	23298
Valid Postal Ballot Forms	518	12774549
Votes cast in favour of the Resolution	472	12727132
Votes cast against the Resolution	46	47417
% votes in favour of Resolution	91.12	99.63
% votes against the Resolution	8.88	0.37

Accordingly, the Special Resolution as set out/ detailed in the Postal Ballot Notice dated 5<sup>th</sup> November, 2012 is hereby declared as passed by the Members of the Company with overwhelming majority.

Place: Pune

Date: 31<sup>st</sup> January, 2013

  
 V. R. Garware  
 Chairman and Managing Director  
 Garware-Wall Ropes Ltd.

Telephone : 25379489  
Fax : 25338547**S. V. Deulkar & Co.**Company Secretaries  
63, Ashoknagar, Pune - 411 007.Date: 29<sup>th</sup> January, 2013

To,  
The Chairman,  
Garware Walls Ropes Limited  
Plot No. 11 Block D-1,  
M.I.D.C. Chinchwad,  
Pune 411019


Dear Sir,

Sub : Report on the Voting Process of the Postal Ballot

I, S. V. Deulkar proprietor of S. V. Deulkar & Co., thank you for appointing me for conducting the voting process of the Postal Ballots on the resolution relating to Special resolution for Alteration of Articles of the Company by (1) inserting two new clauses under article No. 2 and new Article 118A (2) substituting existing article 139 and 151 as set out in postal ballot notice dated 5<sup>th</sup> November, 2012 issued by Garware Wall Ropes Limited.

The Postal Ballots were received by me upto 25<sup>th</sup> January, 2013. I have scrutinized the Postal Ballots and my report is annexed herewith.

For S. V. Deulkar &amp; Co.



S.V. Deulkar  
Proprietor  
C.P. No. 965



Encl: Postal Ballot Report

**S. V. Deulkar**

Company Secretary

63, Ashoknagar, Pune - 411 007.

Report on the Voting Process of the Postal Ballots on the resolution relating to Special resolution for Alteration of Articles of the Company by (1) inserting two new clauses under article No. 2 and new Article 118A (2) substituting existing article 133 and 151 as set out in postal ballot notice dated 5<sup>th</sup> November, 2012 issued by Garware Wall Ropes Limited.

I.	Total number of Shareholders	12964
II.	Total Shareholders to whom Postal Ballots send	12964
III.	Total shareholders who exercised their votes through Postal Ballots	544
	Total Folios	544
IV.	Number of Postal Ballots rejected	26
	Number of shareholders	26
	Number of shares	23298
V.	Total No. of Valid Postal Ballots	518
	Number of shareholders in favour	472
	Number of shareholders against	46
VI.	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	91.12 %
VII.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots	12774549
VIII.	Number of votes in favour of the resolution	12727132
	Number of votes against the resolution	47417
IX.	Votes in favour of the resolution as a percentage of votes cast	99.63%

S. V. Deulkar  
C.P. No. 965  
Place: Pune  
Date: 29<sup>th</sup> January, 2013

