



GARWARE-WALL ROPES LIMITED

Registered Office: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019.

NOTICE

Notice is hereby given that the THIRTY SIXTH ANNUAL GENERAL MEETING of the Company will be held at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Ltd., H-Block, Plot No. C-181, off Old Pune-Mumbai Highway, Chinchwad, Pune 411 019 on Tuesday, 3rd September, 2013 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet and Statement of Profit and Loss for the year ended 31st March, 2013, together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the year ended 31st March, 2013.
3. To appoint a Director in place of Mr. S. P. Kulkarni, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s. Patki & Soman, Chartered Accountants as Auditors of the Company from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. P.N. Shah, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors,

Pune,
31st May, 2013

Ashish Boradkar
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for commencement of the Meeting.
3. Members, who are Body Corporate (whether a company within the meaning of the Companies Act, 1956 or not) are requested to send duly certified copy of Board Resolution, pursuant to Section 187 of the Companies Act, 1956 authorizing their representative to attend and vote at the Meeting.
4. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.
5. Members are requested to notify immediately the change of address, if any, to the Company's Share Transfer Agent, quoting folio number and giving complete address in block capitals along with PIN code of the postal district. The Beneficial Owners of the dematerialized shares may inform the concerned Depository Participant of the change of address.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th August, 2013 to Tuesday, 3rd September, 2013 (both days inclusive), for the purpose of determining the entitlement of Members for final Dividend on equity shares, if declared at the Meeting.
7. The dividend on equity shares, if declared at the meeting, will be paid, subject to the provisions of the Companies Act, 1956, on or after Tuesday, 3rd September, 2013, in respect of shares held in physical form, to those Members whose names appear on the Register of Members as on Tuesday, 3rd September, 2013, and in respect of shares held in dematerialized form, to those "Deemed Members" whose names appear in the statement of Beneficial Ownership furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') at the close of business hours on Friday, 23rd August, 2013.
8. Members are requested to note that as per RBI Notification, with effect from 1st October, 2009, the remittance of the Dividend amount through ECS has been replaced by National-Electronic Clearing Service ("NECS") and banks have been instructed to move to the NECS platform with immediate effect. The advantages of NECS over ECS include faster credit of remittance to beneficiary's account, coverage of more bank branches and ease of operations for remitting agencies.
NECS essentially operates on the new and unique Bank Account Number, allotted by banks post implementation of Core Banking Solutions (CBS), for centralized processing of inward instructions and efficiency in handling bulk transactions.
Members holding the shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted by bank after implementation of CBS, if not provided so far, along with a photocopy of a cheque pertaining to the concerned account, to their respective Depository Participant ("DP"), immediately. The Members holding the shares in physical form are also requested to furnish similar information / documents to the Registrar & Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., Akshay Complex, Block No 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune 411 001, if the remittance of dividend is to be made through NECS.
Members who have not provided new account number allotted after implementation of CBS by bank, to their DP / Registrar & Transfer Agents, as the case may be, then remittance of dividend through ECS to old account may either be rejected or returned.
9. With a view to provide protection against fraudulent encashment of dividend warrant, Members are requested to provide the bank Account Numbers along with the names and addresses of the concerned banks to enable the Company to incorporate the said details in the dividend warrants.
10. Pursuant to Sections 205A & 205C of the Companies Act, 1956, any money transferred to the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to a fund called "Investor Education and Protection Fund" ("IEPF"), set up by the Central Government. Accordingly, the unclaimed dividends up to the financial year 2004-2005 have been transferred to the IEPF. The unpaid/unclaimed dividend for the financial years 2005-2006 onwards will become transferable at the end of seven years from the respective dates of transfer of such amounts to the Unclaimed Dividend Accounts of the Company to the said IEPF and no claims shall lie against the Fund or the Company in respect of individual amounts thereafter. Members are, therefore, requested to check and send their claims, if any, for the relevant financial years from 2005-2006 onwards before the respective amounts become due for transfer to the above Fund.

11. Members and / or their Proxies attending the Annual General Meeting are requested to bring their copies of Annual Report alongwith duly filled attendance slip.
12. Members who hold shares in electronic form are requested to write their DP Id. & Client Id. Numbers and those who holds shares in physical form are requested to write their Folio Numbers in the attendance slip to facilitate identification of membership at the Meeting.
13. The queries, if any, on the accounts should be sent to the Company at its Registered Office such that the Company will receive the same at least seven days before the Meeting.
14. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names, in the Register of members of the Company will be entitled to vote.
15. Non-Resident Indian Members are requested to inform the Company, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their Bank Account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Transfer Agent.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company for consolidation into a single folio.
18. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of the Meeting.
19. **IMPORTANT COMMUNICATION TO SHAREHOLDERS**
 As a part of "Green Initiative in Corporate Governance", the Ministry of Corporate Affairs has issued Circulars, allowing paperless communications by the Companies. Accordingly, the documents including Annual Report can be sent by e-mail to its Members.
 To support this green initiative in full measure, members may opt to receive the documents including Annual Reports in electronic form by email. Members who have not registered their e-mail addresses, so far, are requested to do so in respect of electronic holdings with Depository through their concerned Participants. Members who hold shares in physical form can send their e-mail address, to the Company at the e-mail address secretarial@garwareropes.com or to Registrar & Transfer Agent at the e-mail address pune@linkintime.co.in.
 Members, in their own interest, are requested to get the shares dematerialized.
20. The following explanatory statement sets out, as required by Section 173(2) of Companies Act, 1956, the material facts relating to Item No. 5 in the accompanying Notice dated 31st May, 2013.

EXPLANATORY STATEMENT

Item No. 5

Mr. P. N. Shah (84 years) has been appointed as an Additional Director of the Company, by the Board of Directors, with effect from 5th March, 2013. He shall hold the office upto to the date of this Meeting in accordance with the provisions of Companies Act, 1956. The Company has received Notice in writing from member under the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mr. P. N. Shah for the office of Director of the Company.

A brief resume of Mr. P. N. Shah is given in herewith.

No Director, other than Mr. P. N. Shah, is concerned or interested in the above resolution

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR RE-APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT

Mr. S. P. Kulkarni

At the forthcoming Annual General Meeting, Mr. S. P. Kulkarni, Director, retire by rotation and being eligible, offer himself for reappointment. Mr. S. P. Kulkarni, (63 years) holds Bachelor's degree in Electrical Engineering from Pune University and Master degree on Management Studies from Bombay University in first class with distinction.

Mr. Kulkarni joined Garware Nylon Limited as a Management Trainee in the year 1973 and rose to the position of Executive Director. Later, Mr. Kulkarni also worked as a Head of Exports and Projects Group of Garware-Wall Ropes Ltd.

Mr. S. P. Kulkarni was also associated with Garware Elastomerics Ltd., from September 2001, initially as Director and subsequently as Whole-time Director, till April 2011.

Mr. Kulkarni is Director of Gartex Industries Limited, Garware Apparel Pvt. Ltd. and Deshmukh & Co. (Publishers) Private Limited.

During his professional career of over 40 years, Mr. Kulkarni has been involved in various functional areas such as general management, accounts and finance, marketing, exports, diversification and expansion projects, manufacturing, engineering, commercial etc.

Mr. Kulkarni does not hold any shares in the Company and he is not related to any Director(s).

Mr. P. N. Shah

Mr. P. N. Shah (84 years) is the fellow member of Institute of Chartered Accountants of India (ICAI) and has been practicing as Chartered Accountant since 1950. He is the Partner of Shah & Co., Chartered Accountants and Shah & Associates, Chartered Accountants.

Mr. Shah was the Vice-President and President of ICAI for the years 1982-83 and 1983-84 respectively. Mr. Shah was closely associated with the Council of ICAI and its various Committees from 1973 to 1985 in various capacities. Mr. Shah was also associated with Western India Regional Council of ICAI from 1958 to 1967 as Member of Council, Vice-president and then as Chairman.

Mr. Shah was first President of South Asian Federation of Accountants (SAFA) for the years 1984 and 1985.

Mr. Shah was President of Bombay Chartered Accountants' Society from 1968 to 1969 and is a Member of its various Committees. He is member of Managing Committee of All India Federation of Tax Consultants

Mr. Shah has authored several professional books. He is also the Co-author of publication titled as "History of Accountancy Profession in India (Vol. II)", issued by ICAI and Joint-author of the books "Method of Accounting Standards applicable to Non-Corporate Entities" and "Kar Vivad Samadhan Scheme-1998", both published by Bombay Chartered Accountants' Society.

Mr. Shah holds Directorship in P. I. Industries Limited, Indo Count Industries Limited, Taparalia Tools Limited, Secure Meters Limited, Wolkem India Limited and Pranavaditya Spinning Mills Limited. Mr. P. N. Shah is also Chairman of Audit Committees of P.I. Industries Ltd., Secure Meters Ltd., and Indo Count Industries Ltd., Member of Audit Committees of Pranavaditya Spinning Mills Limited and Taparalia Tools Limited and Member of Remuneration Committees of P.I. Industries Ltd., Secure Meters Ltd., Indo Count Industries Ltd. and Taparalia Tools Limited.

Mr. Shah holds 700 shares of the Company, as of 31st March, 2013 and he is not related to any Director(s).



ATTENDANCE SLIP
GARWARE-WALL ROPES LIMITED

Regd. Office: Plot No.11, Block D-1, MIDC, Chinchwad, Pune 411 019.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM.

Joint Shareholders may obtain additional attendance slips at the entrance.

Registered Folio / Dp Id -Client Id _____

Name of the attending _____

Member/Proxy _____

No. of Shares held _____

I hereby record my presence at the THIRTY SIXTH ANNUAL GENERAL MEETING of the Company at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Ltd., H-Block, Plot No. C-181, off Old Pune – Mumbai Highway, Chinchwad, Pune – 411019 on Tuesday, 3rd September, 2013.

SIGNATURE OF THE SHAREHOLDER OR PROXY



PROXY
GARWARE-WALL ROPES LIMITED

Regd. Office: Plot No.11, Block D-1, MIDC, Chinchwad, Pune 411 019.

I/We _____

of _____ being

a Member/Members of Garware-Wall Ropes Limited hereby appoint _____

_____ of _____

or failing him _____

of _____

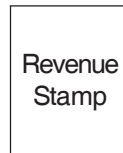
or failing him _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the THIRTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday, 3rd September, 2013 and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Reg. Folio / Dp Id - Client Id _____



(Signature of Member
across the stamp)

ROAD MAP- AUTO CLUSTER AUDITORIUM
(GARWARE WALL ROPES AGM HALL)

