



**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
**THE CHAIRMAN**  
**GARWARE MARINE INDUSTRIES LIMITED**  
CIN: L12235MH1975PLC018481  
3rd Floor, Prospect Chambers,  
D. N. Road, Fort, Mumbai - 400 001

Dear Sir,

1. In accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, I, Taher Sapatwala, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of Garware Marine Industries Limited ('Company') at its meeting held on 6th August, 2024 for the purpose of scrutinizing the remote e-voting as well as e-voting by the members at the 46th Annual General Meeting ('AGM/'meeting') of the Company held on 26th September, 2024 at 1.30 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in respect of resolutions as set out in the Notice dated 6th August, 2024 (AGM Notice).

The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 3rd Floor, Prospect Chambers, D. N. Road, Fort, Mumbai - 400 001.

2. Pursuant to Sections 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the items as set out in the AGM Notice were placed for approval of the members of the Company through remote e-voting and e-voting during the meeting.
3. The Company has confirmed that the electronic copy of the AGM Notice and Explanatory Statement along with the process of remote e-voting and e-voting at the meeting were sent to those members, whose e-mail addresses were registered with the Company/Depositories and whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Wednesday, 18th September, 2024 ("cut-off date").
4. The Company has availed services of Central Depository Services (India) Limited for providing e-voting facility for conducting remote e-voting and e-voting during the meeting, to the shareholders of the Company. The remote e-voting commenced on Monday, 23rd September, 2024 at 10.00 a.m. and ended on Wednesday, 25th September, 2024 at 5.00 p.m. ("remote e-voting period").
5. Facility of e-voting was provided during the meeting to those members present through VC and who had not cast their vote during the said remote e-voting period.



**Taher Sapatwala & Associates**  
**Company Secretaries**

6. The register, in accordance with Rule 20(4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. The management of the Company is responsible to ensure the compliance with the requirements of relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and (iii) MCA, and SEBI circulars related to voting through remote e-voting and e-voting at the meeting, on the resolutions contained in the AGM Notice of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the meeting, is conducted in fair and transparent manner and to render consolidated scrutinizer's Report of the total votes cast "in favour" or against", if any, to the Chairman, based on the reports generated from the electronic voting system of Central Depository Services (India) Limited.
8. After the closure of the voting by electronic means at the meeting, the votes cast through e-voting at the meeting and votes cast during the remote e-voting period were unblocked in the presence of two witnesses who are not in the employment of the Company and reconciled with the records received from Central Depository Services (India) Limited and the records maintained by the Company and its Registrar and Transfer Agents, and the authorizations lodged with the Company.
9. I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the AGM Notice based on the scrutiny of remote e-voting and the e-voting during the meeting and votes cast therein based on the data downloaded from the electronic voting system of Central Depository Services (India) Limited as under:

**RESOLUTION NO. 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024 and Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Director's and Auditor's Report thereon.

**Valid Votes:**

Particulars of Voting	Total Valid Votes		Votes in favor of the resolution			Votes against the resolution		
	No. of members	Number of votes	No. of members	No. of votes	%	No. of members	No. of votes	%
Remote e-voting	95	2366155	94	2365985	99.99%	1	170	0.01%
E-voting at AGM	3	111	3	111	100.00%	0	0	0.00%
<b>Total</b>	<b>98</b>	<b>2366266</b>	<b>97</b>	<b>2366096</b>	<b>99.99%</b>	<b>1</b>	<b>170</b>	<b>0.01%</b>

**Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes
NIL	NIL

Based on the above, Item No. 1 of the Notice stands **PASSED** with vast majority.



**RESOLUTION NO. 2: ORDINARY RESOLUTION**

To appoint a Director in place of Mr. Aditya A. Garware (DIN: 00019816), who retires by rotation and being eligible, offers himself for re-appointment.

**Valid Votes:**

Particulars of Voting	Total Valid Votes		Votes in favor of the resolution			Votes against the resolution		
	No. of members	Number of votes	No. of members	No. of votes	%	No. of members	No. of votes	%
Remote e-voting	95	2366155	93	2365935	99.99%	2	220	0.01%
E-voting at AGM	3	111	3	111	100.00%	0	0	0.00%
<b>Total</b>	<b>98</b>	<b>2366266</b>	<b>96</b>	<b>2366046</b>	<b>99.99%</b>	<b>2</b>	<b>220</b>	<b>0.01%</b>

**Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes
NIL	NIL

Based on the above, Item No. 2 of the Notice stands **PASSED** with vast majority.

**RESOLUTION NO. 3: SPECIAL RESOLUTION**

To consider the re-appointment of Mr. Shyamsunder V. Atre (DIN: 01893024) as Executive Director, for a period of two years with effect from 31st October, 2024.

**Valid Votes:**

Particulars of Voting	Total Valid Votes		Votes in favor of the resolution			Votes against the resolution		
	No. of members	Number of votes	No. of members	No. of votes	%	No. of members	No. of votes	%
Remote e-voting	95	2366155	93	2365935	99.99%	2	220	0.01%
E-voting at AGM	3	111	3	111	100.00%	0	0	0.00%
<b>Total</b>	<b>98</b>	<b>2366266</b>	<b>96</b>	<b>2366046</b>	<b>99.99%</b>	<b>2</b>	<b>220</b>	<b>0.01%</b>

**Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes
NIL	NIL

Based on the above, Item No. 3 of the Notice stands **PASSED** with vast majority.



**Taher Sapatwala & Associates**  
**Company Secretaries**

The results of the voting by members in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Company.

The electronic data and all other relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, and signs the minutes of the aforesaid AGM and thereafter the same shall be handed over to the Chairman / Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,

Yours sincerely

**For Taher Sapatwala & Associates**  
Company Secretary

**Taher Sapatwala**  
Proprietor  
FCS: 8029 | C.P. No. 16149  
Peer Review Cert. No.: 2703/2022  
UDIN: F008029F001326841

Date: 26th September, 2024

Countersigned and received the report  
On behalf of **Garware Marine Industries Limited**

Name: **Pallavi P. Shedge**  
Designation: Company Secretary &  
Compliance Officer  
Membership No. A-29787