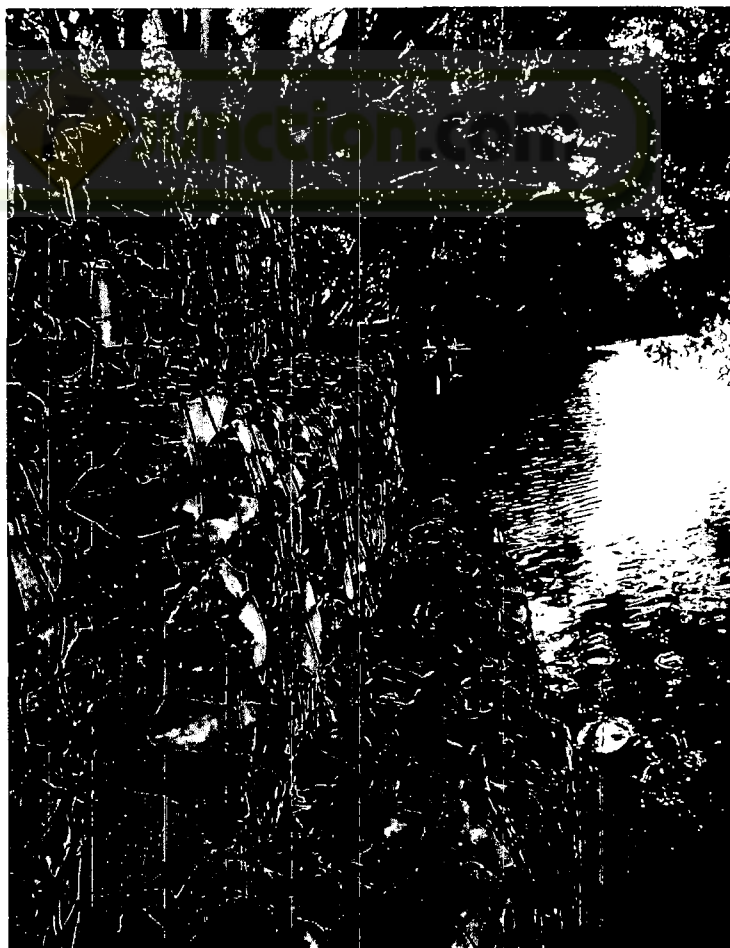




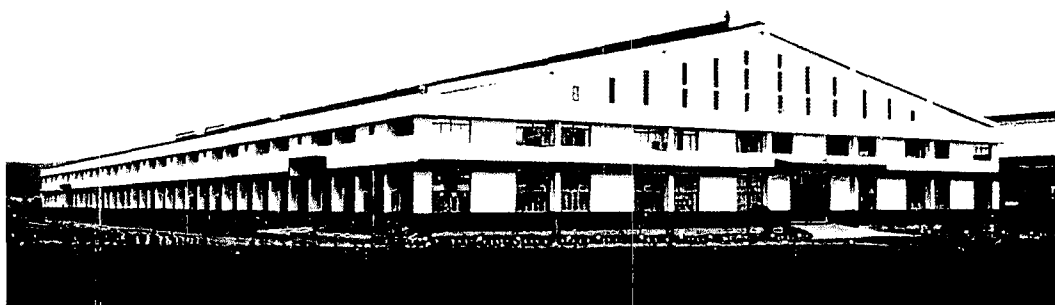
31st Annual Report
2007-2008

Helping Ecology
through Innovative Technology

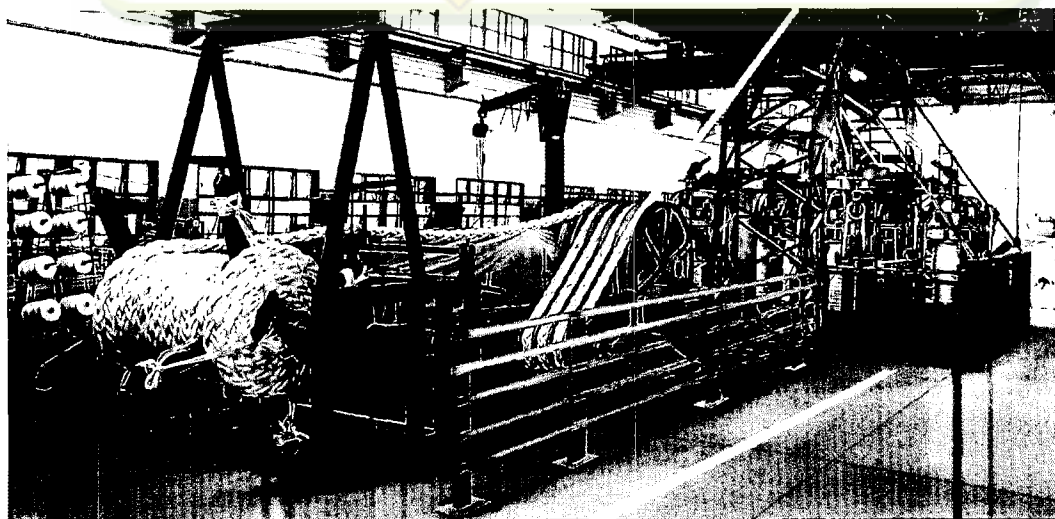


GARWARE-WALL ROPES LIMITED

31st Annual Report 2007-2008



Manufacturing Facility at Wai, Satara



Rope Manufacturing Machine



GARWARE-WALL ROPES LIMITED

Registered Office: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune: 411019.

NOTICE

Notice is hereby given that the THIRTY FIRST ANNUAL GENERAL MEETING of the Company will be held at Prof. Ramkrishna More Auditorium, Opp. TELCO, Chinchwad, Pune 411033 on Saturday, 27th September, 2008 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet and Profit and Loss Account for the year ended 31st March 2008, together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the year ended 31st March 2008.
3. To appoint a Director in place of Mr. M.A. Bakre, who retires by rotation, and being eligible, offers himself for reappointment.

Mumbai
12th July, 2008.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF 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 not less than forty-eight hours before the time fixed for commencement of the Meeting.
3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto and forms a part of this Notice.
4. 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 dematerialised shares may inform the concerned Depository Participant of the change of address.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2008 to 27th September, 2008 (both days inclusive), for the purpose of declaration of dividend.
6. The dividend, if declared, will be paid, subject to the provisions of the Companies Act, 1956, on or after 27th September, 2008, in respect of shares held in physical form, to those Members whose names appear on the Register of Members as on 27th September, 2008, and in respect of shares held in dematerialised 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 17th September, 2008.
7. In respect of Members having their shareholding in the electronic form, the Company would continue to disburse dividend for certain selected cities, through direct deposit into the respective bank accounts, the particulars of which have been given by the

4. To appoint a Director in place of Mr. V.R. Garware, who retires by rotation, and being eligible, offers himself for reappointment.
5. 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

6. To consider, and if thought fit, to pass, with or without modification(s), as an Ordinary Resolution the following:

"RESOLVED THAT Ms. Diya Garware Ibanez, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors,

A.S. Wagle
Company Secretary

Members to their Depository Participant. In case, there is a change in bank account, kindly inform the Depository Participant the particulars of such bank account.

8. 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.
9. 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, set up by the Central Government. Accordingly, the unclaimed dividends up to the financial year 1999-2000 have been transferred to the Investor Education & Protection Fund. The unpaid/unclaimed dividend for the financial years 2000-2001 onwards will become transferable at the end of seven years from the respective dates of transfer of such amount to the unclaimed dividend account of the Company to the said Investor Education and Protection Fund 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 2000-2001 onwards before the respective amounts become due for transfer to the above Fund.
10. Members and /or their Proxies attending the Annual General Meeting are requested to bring their copies of Annual Report alongwith duly filled attendance slip.
11. 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 Annual General Meeting.
12. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 6

Ms. Diya Garware Ibanez (aged 37 years) has been appointed as an Additional Director of the Company with effect from 25th January, 2008 at the Board Meeting held on 25th January, 2008. The term of her office extends upto the date of this Annual General Meeting. The Company has received Notice in writing from members under the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Ms. Diya Garware Ibanez for the office of Director of the Company.

A brief resume of Ms. Diya Garware Ibanez is given in the Notes to the Notice of this Annual General Meeting.

None of the Directors except Mr. R. B. Garware and Mr. V. R. Garware, being relatives of Ms. Diya Garware Ibanez, and Ms. Diya Garware Ibanez herself is concerned or interested in the above resolution.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR RE-APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING

At the forthcoming Annual General Meeting, Mr. M.A. Bakre, Director and Mr. V.R. Garware, Whole-time Director retire by rotation and being eligible, offer themselves for reappointment.

The information and details relating to the aforesaid Directors to be provided pursuant to Clause 49(VI) of the Listing Agreement, dealing with Corporate Governance is set out below:

Mr. M.A. Bakre

Mr. M.A. Bakre (aged 75 years) has been a Director of the Company since 13th March 1984. Mr Bakre's educational qualifications are as under:

University of Bombay : BA with 1st Class Hons in Politics and Economics - Awarded the James Taylor Prize for Economics, the PA Wadia Scholarship for Political Science.

University of Cambridge : Economics Tripos, M A Cantab 1959

University of Geneva : Diploma with Distinction for proficiency in French

Fellow of the Royal Economic Society U.K.

Mr. Bakre started his illustrious career at London Office of Duncan Brothers & Co. Limited, the then Calcutta based 100 years old Managing Agency House at the age of 21 and joined the Board of Duncan Brothers at the age of 33. He supervised companies in various industries, viz. Tea, Jute, Wool Combing, Jelly Telephone Cables and Consumer Products etc., and held important key-positions on the Boards of the respective companies in these industries i.e. Asian Cables, N. S. Duncan, Murphy India, S. S. Duncan, etc. He was Chairman of the Board of Asian Cables from 1972 to 1994. Mr. Bakre was a Founder Director of eminent companies like Gujarat Carbon, Baroda, Wiltech India, Mysore and Karnataka Tele Cables Limited. Mr. Bakre was on the Board of Maharashtra State Finance Corporation during 1973-81. Mr. Bakre was the senior most Director in RPG Group, India's 4th largest Business House. Mr. Bakre was also a Chairman of Asian Cables Limited for a period of 22 years from 1972 to 1994.

Mr. Bakre is, at present, on the Board of Directors of Ceat Limited and FGP Limited. Mr. Bakre is a Chairman of the Audit Committee and Shareholder Grievance Committee and a Member of Remuneration Committee of M/s. Ceat Limited and a Member of the Audit Committee of Garware-Wall Ropes Limited.

Mr. Bakre does not hold any shares in the Company.

Mr. V.R. Garware

Mr. Vayu Garware, (aged 36 years) has been on the Board of Directors of the Company since 7th December, 1995. Mr. Vayu Garware is a Graduate Cum Laude in BSc Economics (Specialisation in Finance) from the Wharton Business School of the University of Pennsylvania, USA. Mr. Vayu Garware, after working as a Director for about a year, became a Whole-time Director of the Company on 1st December, 1996. Thereafter, Mr. Vayu Garware was re-appointed as a Whole-time Director of the Company on 1st December, 2001 for a further period of 5 years and on 1st December 2006 for a further period of 5 years.

Mr. Vayu Garware looks after the day-to-day operations of the Company and reports to the Chairman and Managing Director.

Mr. Vayu Garware is also a Director on the Board of Garware Securities Broking Limited, Garware Indus Consulting Limited, Garware Bestretch Limited, Garware Elastomerics Limited, Vimlabai Garware Research Institute and Garware Research Institute.

Mr. Vayu Garware holds 2504 shares of the Company as on 31st March, 2008..

Ms. Diya Garware Ibanez

Ms. Diya Garware Ibanez (age: 37 years) holds degree in Bachelor of Science from Cornell University, USA.

Ms. Diya Garware Ibanez joined as a Director in several RBG Group companies in the year 2000 and had been working actively on the Boards of Garware Elastomerics Limited and Garware Bestretch Limited. She was appointed as Whole-time Director of Garware Bestretch Limited in the year 2007, and is in charge of overall operations of the company.

Ms. Diya Garware Ibanez is also a Director on the Board of Garware Securities Broking Limited, Gartex Industries Limited, Garware Elastomerics Limited, Vimlabai Garware Research Institute and Garware Research Institute.

Ms. Diya Garware Ibanez does not hold any shares in the Company.



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 first ANNUAL GENERAL MEETING at Prof. Ramkrishna More Auditorium, Opp. TELCO, Chinchwad, Pune 411033 on Saturday, 27th September, 2008.

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 first ANNUAL GENERAL MEETING of the Company to be held on Saturday, 27th September, 2008. and at any adjournment thereof.

Signed this _____ day of _____ 2008.

Reg. Folio / Dp Id - Client Id _____

Revenue
Stamp

(Signature of
Member
across the stamp)

GARWARE-WALL ROPES LIMITED**FOUNDER CHAIRMAN**

Late Shri B. D. GARWARE

BOARD OF THE DIRECTORS

R. B. GARWARE - Chairman & Managing Director
 S. M. KUVELKER - Vice Chairman
 Dr. V. B. LELE
 S. N. TALWAR (alternate to Dr. V. B. LELE)
 M. A. BAKRE
 R. M. TELANG
 S. P. KULKARNI
 Ms. DIYA GARWARE IBANEZ (w.e.f. 25th January, 2008)
 V. R. GARWARE (Whole-time Director)

COMPANY SECRETARY

A. S. WAGLE

REGISTERED OFFICE

Plot No. 11, Block D-1, MIDC, Chinchwad,
 Pune - 411 019.
 Tel : +91-20-3078 0000
 Website : www.garwareropes.com

WORKS

Plot No. 11, Block D-1, MIDC, Chinchwad,
 Pune - 411 019.
 Tel : +91-20-3078 0000

Plot No. C-1 & B-226, MIDC, Wai - 412 803,
 Dist. Satara, Maharashtra.
 Tel : +91-2167-308 301 / 02

Plot No. 75, 80, 81 and 86
 Danudyog Sahakari Sangh Ltd.,
 Piparia, Amli - 396 230.

MUMBAI OFFICE

Chowpatty Chambers, Sandhurst Bridge,
 Mumbai - 400 007.
 Tel : +91-22-2363 4696

39, S. K. Hafizuddin Marg, Byculla,
 Mumbai - 400 008.
 Tel : +91-22-3240 9626

FOREIGN BRANCH

Narrows Reach Business Centre
 6102 North 9th Street, Unit#500,
 Tacoma, WA 98406, U.S.A.

BANKERS

Bank of India
 Bank of Baroda
 Bank of Maharashtra
 ABN AMRO Bank N.V.
 ICICI Bank Ltd.
 HDFC Bank Ltd.

AUDITORS

Patki & Soman,
 Chartered Accountants

SOLICITORS AND ADVOCATES

Talwar Thakore & Associates

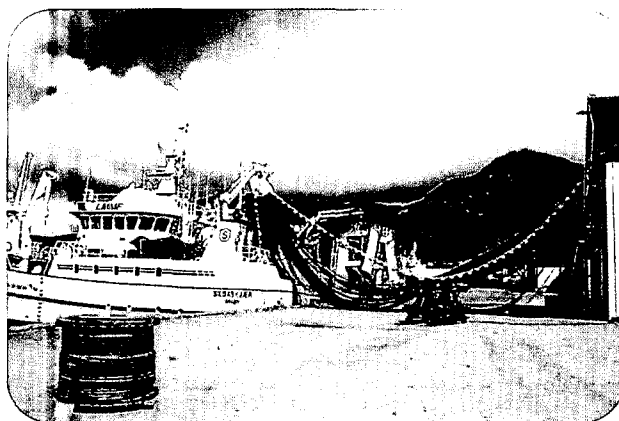
SHARE TRANSFER AGENT

Intime Spectrum Registry Ltd.
 202, 2nd Floor, Akshay Complex,
 Off Dhole Patil Road, Near Ganesh Mandir,
 Pune - 411 001.
 Tel : +91-20-2605 1629
 Telefax : +91-20-2605 3503

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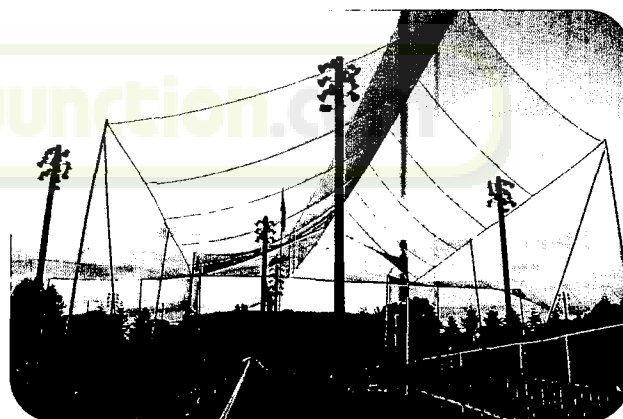
Synthetic Corrugated Business



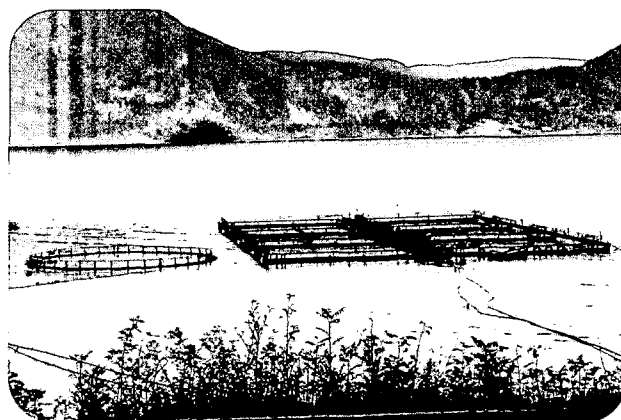
Fishing Nets : Purse seine nets, Norway



Agriculture : Nets for agri farm, India



Sports : Baseball barrier nets, USA



Aquaculture : Cage nets for fish farming, Scotland

GARWARE-WALL ROPES LIMITED



Core, Industrial Products and Projects Business



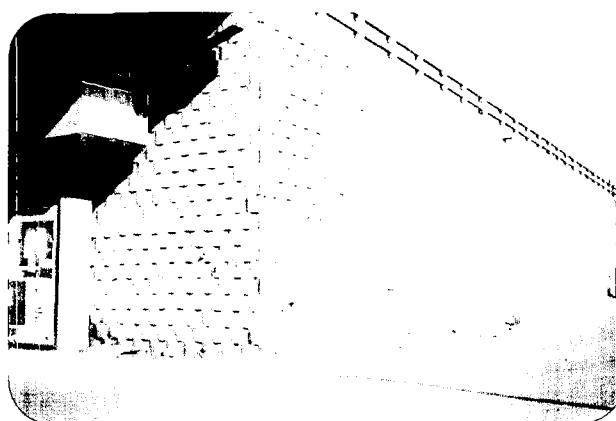
Roads : Rock fall protection net prevents loose rocks from falling on rail tracks and roads



PPMF : Bag closing with Y-cone



Railways : Railway track-bed stabilisation



Roads : Roads RE wall supports flyovers, railway over-bridge eliminating concrete side walls

31st Annual Report 2007-2008

DIRECTORS' REPORT
FOR THE YEAR ENDED 31ST MARCH, 2008
TO THE MEMBERS,

Your Directors have pleasure in presenting the Thirty First Annual Report and Audited Accounts of the Company for the year ended 31st March, 2008. (Rs. in Lacs)

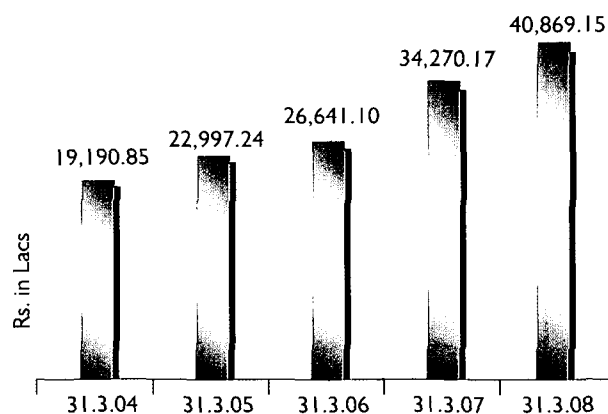
WORKING RESULTS:	2007-2008	2006-2007
Profit subject to Depreciation & Taxation	3,959.41	3,448.20
Less: Depreciation, net of transfer from Revaluation Reserve	1,101.92	943.55
Profit Before Tax	2,857.49	2,504.65
Less: Provision for Taxation		
Current Tax	323.55	180.00
Deferred Tax	61.88	71.23
Fringe Benefit Tax	50.11	29.00
Wealth Tax	2.25	1.77
Profit After Tax	2,419.70	2,222.65
Less: Tax Adjustment relating to earlier Year	-	1.29
	2,419.70	2,221.36
Add: Profit brought forward from the Previous Year	5,523.19	4,129.96
Amount available for Appropriation	7,942.89	6,351.32
APPROPRIATIONS		
Proposed Dividend	542.81	517.86
Tax on Proposed Dividend	92.25	88.01
General Reserve	241.97	222.26
Balance in Profit & Loss Account	7,065.86	5,523.19
	7,942.89	6,351.32

2007-2008 - THE YEAR UNDER REVIEW:

Your Company achieved total turnover of Rs.400.18 Crores for the year ended 31st March, 2008 as against Rs. 338.18 Crores for the previous year, an increase of 18% over previous year. Domestic Sales stood at Rs. 261.06 crore, with a year-on-year growth of 19%. During the year, exports have risen to Rs.137.68 Crores from Rs. 117.93 Crores last year representing an increase of 17% even after an appreciation of the Indian Rupee by 11%.

Despite an unprecedented rise in oil prices during the year, resulting increased raw material cost, the Profit Before Tax of the Company was Rs.28.57 Crores as against Rs. 25.05 Crores of earlier year.

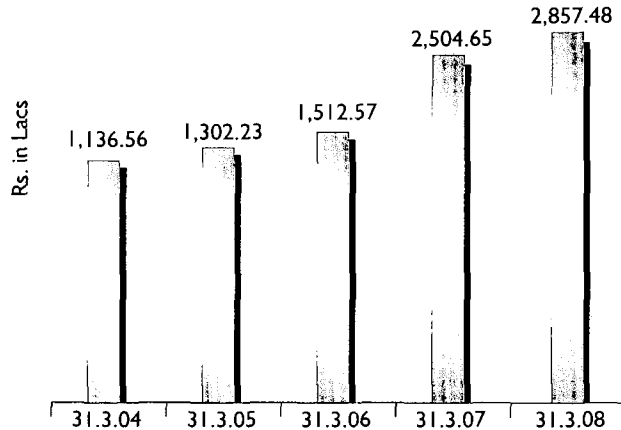
INCOME



GARWARE-WALL ROPES LIMITED



PROFIT BEFORE TAX



DIVIDEND:

Your Directors have recommended a dividend at 25% (Rs. 2.50 per share) for the year 2007-2008 for your consideration. The proposed dividend will absorb (including Dividend tax) an amount of Rs. 635.06 Lacs.

DIRECTORS:

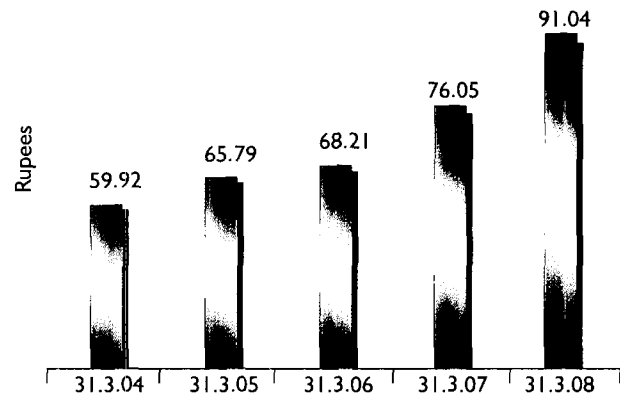
Pursuant to Article 133 of the Articles of Association of the Company, Mr. M. A. Bakre and Mr. V. R. Garware retire by rotation and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

1. that in the preparation of the annual accounts, they have followed the applicable accounting standards;
2. that they have selected such accounting policies and applied them consistently, and made judgments and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2008 and of the profit of the Company for the year ended 31st March, 2008;
3. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. that they have prepared annual accounts on a going concern basis.

BOOK VALUE PER SHARE



FIXED DEPOSITS:

The Company did not accept any fixed deposits during the year under review. There are no claimed unpaid deposits.

INFORMATION PURSUANT TO SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956:

Information in accordance with Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report is given at 'Annexure I'.

PERSONNEL:

The relations with employees at all levels continued to be cordial throughout the year.

PARTICULARS OF EMPLOYEES:

Information in accordance with the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, is enclosed at 'Annexure II' and forms part of the Directors' Report.

SUBSIDIARY COMPANY

Garware Environmental Services Private Limited ("GESPL") became wholly owned subsidiary of the Company effective from 9th April, 2008.

GESPL has not undertaken any activity since its inception.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the