

**WALCHANDNAGAR INDUSTRIES LIMITED**

Walchandnagar: 413 114, Dist Pune, Maharashtra, India

Tel: 02118- 307100 / 252 235 Fax: 02118- 252 358

Website: www.walchand.com Email: wil@walchand.com

Ref. No. : WIL: SEC: 2024

Date : August 16, 2024

National Stock Exchange of India Ltd.
Corporate Action Department
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.
Fax :26598237/38, 66418126/25/24
SCRIP CODE : WALCHANNAG

BSE Ltd.
Corporate Relations Department
1st floor, New Trading Ring,
Rotunda Bldg., P. J. Tower,
Mumbai 400 001.
Fax:: 22723121/2039/2037
SCRIP CODE : 507410

Sub.: Submission of Outcome of voting results of 115th AGM held on August 14, 2024.**Ref.: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Consolidated Scrutinizers Report (Remote E-voting Result and E-voting during the AGM).**

Please find enclosed herewith Outcome of voting results of 115th Annual General Meeting held on August 14, 2024 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer's Report (Remote E-voting Result and E-voting during the AGM).

Please take the same on your record.

Thanking you,

Yours faithfully,

For Walchandnagar Industries Ltd.

G. S. Agrawal

Whole Time Director & Company Secretary

DIN: 00404340

Encl.: As above

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Outcome of Voting at Annual General Meeting (Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Date of Annual General Meeting	August 14, 2024			
Record Date	August 07, 2024 (for e-voting)			
Total Number of Shareholders as on cut-off date i.e. August 07, 2024 (cut-off date for e-voting)	71,411			
Number of Shareholders present in the Meeting either in Person or through Proxy	Promoters & Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	NOT APPLICABLE		NOT APPLICABLE	
Number of Shareholders attended the Meeting through Video Conferencing	Promoters & Promoter Group		Public	
	11		76	

Agenda (Resolution Wise)

The mode of voting for all the resolutions was:

- 1) Remote e-voting conducted between August 11, 2024 to August 13, 2024; and
- 2) E- Voting during the AGM.

Given below are the Resolution wise combined results of Remote e-voting and e-voting conducted in the AGM:

Walchandnagar Industries Limited

Resolution Details(1)								
Resolution Required					To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2024 together with			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	0	0
Promoter and Promoter Group	E-voting		17422781	99.65224516	17422781	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	17483581	0	0	0	0	0	0
	Total	17483581	17422781	99.65224516	17422781	0	100	0
Public Institutions	E-voting		14278	5.443634478	14278	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	262288	0	0	0	0	0	0
	Total	262288	14278	5.443634478	14278	0	100	0
Public Non-Institutions	E-voting		1130250	3.001090429	1130095	155	99.98628622	0.01371378
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	37661311	0	0	0	0	0	0
	Total	37661311	1130250	3.001090429	1130095	155	99.98628622	0.01371378
Total		55407180	18567309	33.51065512	18567154	155	99.9991652	0.000834801

Walchandnagar Industries Limited

Resolution Details(2)

Resolution Required					To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 115th Annual			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	0	0
Promoter and Promoter Group	E-voting		17422781	99.65224516	17422781	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	17483581	0	0	0	0	0	0
	Total	17483581	17422781	99.65224516	17422781	0	100	0
Public Institutions	E-voting		14278	5.443634478	14278	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	262288	0	0	0	0	0	0
	Total	262288	14278	5.443634478	14278	0	100	0
Public Non-Institutions	E-voting		1130230	3.001037324	1130043	187	99.9834547	0.016545305
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	37661311	0	0	0	0	0	0
	Total	37661311	1130230	3.001037324	1130043	187	99.9834547	0.016545305
Total		55407180	18567289	33.51061902	18567102	187	99.99899285	0.001007148

Walchandnagar Industries Limited

Resolution Details(3)								
Resolution Required					To ratify and confirm remuneration payable to the Cost Auditors for conducting Cost Audit of the Company for the year ended March			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting		17422781	99.65224516	17422781	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	17483581	0	0	0	0	0	0
	Total	17483581	17422781	99.65224516	17422781	0	100	0
Public Institutions	E-voting		14278	5.443634478	14278	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	262288	0	0	0	0	0	0
	Total	262288	14278	5.443634478	14278	0	100	0
Public Non-Institutions	E-voting		1130230	3.001037324	1130025	205	99.9818621	0.018137901
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	37661311	0	0	0	0	0	0
	Total	37661311	1130230	3.001037324	1130025	205	99.9818621	0.018137901
Total		55407180	18567289	33.51061902	18567084	205	99.99889591	0.001104092

Walchandnagar Industries Limited

Resolution Details(4)								
Resolution Required					To Consider and approve reappointment of Mrs. Rupal Vora (DIN: 07096253) as an Independent Director of the Company.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting		17422781	99.65224516	17422781	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	17483581	0	0	0	0	0	0
	Total	17483581	17422781	99.65224516	17422781	0	100	0
Public Institutions	E-voting		14278	5.443634478	14278	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	262288	0	0	0	0	0	0
	Total	262288	14278	5.443634478	14278	0	100	0
Public Non-Institutions	E-voting		1130230	3.001037324	1129839	391	99.96540527	0.034594729
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	37661311	0	0	0	0	0	0
	Total	37661311	1130230	3.001037324	1129839	391	99.96540527	0.034594729
Total		55407180	18567289	33.51061902	18566898	391	99.99789415	0.002105854

Walchandnagar Industries Limited

Resolution Details(5)								
Resolution Required					To Consider and approve the appointment of Mr. Prabhat Kumar (DIN: 00001683) as a Non-Executive Independent Director of the			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting		17422781	99.65224516	17422781	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	17483581	0	0	0	0	0	0
	Total	17483581	17422781	99.65224516	17422781	0	100	0
Public Institutions	E-voting		14278	5.443634478	14278	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	262288	0	0	0	0	0	0
	Total	262288	14278	5.443634478	14278	0	100	0
Public Non-Institutions	E-voting		1130230	3.001037324	1129969	261	99.97690736	0.023092645
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	37661311	0	0	0	0	0	0
	Total	37661311	1130230	3.001037324	1129969	261	99.97690736	0.023092645
Total		55407180	18567289	33.51061902	18567028	261	99.9985943	0.001405698

V. N. DEODHAR & CO.

Company Secretaries

V.N.DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.

Tel. : 2385 0364

Fax : 2386 1709

E-mail : vndeodhar@gmail.com

REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND VOTING PROCESS AT AGM OF WALCHANDNAGAR INDUSTRIES LIMITED FOR ITS 115TH ANNUAL GENERAL MEETING

To,
The Chairman,
Walchandnagar Industries Limited
3, Walchand Terraces,
Tardeo Road,
Mumbai-400 034.
Corporate Identity Number (CIN): L74999MH1908PLC000291

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote E-voting process and voting Process at the 115th Annual General Meeting in a fair and transparent manner for the business contained in the Notice of 115th Annual General Meeting of the company held on Wednesday, 14th August, 2024 at 4.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and ascertaining the requisite majority on E-voting as well as voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Amendments made thereto, read with MCA General circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, MCA General Circular No. 22/2020 dated June 15, 2020, MCA General Circular No. 33/2020 dated September 28, 2020, MCA General Circular No. 39/2020 dated December 31, 2020, MCA General Circular No. 02/2021 dated January 13, 2021, MCA General Circular No.2/2022 dated May 5,2022, MCA General Circular No. 10/2022 dated December 28, 2022 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company sought approval of Members to the Resolutions through e-voting and e-voting system at Annual General meeting:

1. The E-voting period commenced at 9.00 a.m. on August 11, 2024 and ended at 5.00 p.m. on August 13, 2024. The E-voting module was disabled by NSDL for voting thereafter.



2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. August 07, 2024.
3. The Shareholders holding shares as on the “Cut Off” date i.e. August 07, 2024 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 115th Annual General Meeting of the Company.
4. The facility of voting through e-voting system during the AGM was provided to facilitate those members present in the meeting and had not participated in the Remote E-voting to record their votes.
5. After the conclusion of the Annual General Meeting the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit V. Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and the voting done during the Annual General Meeting. The details of which are as follows:

The result of E- Voting and voting at the meeting through e-voting system for Resolution No.1 to 5 is as under:

ORDINARY BUSINESS

RESOLUTION No.1

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2024 together with the Reports of Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution		
	No. of Members	Nos.	%	No. of Members	Nos.	%
Total Votes through Remote E-voting	141	18560086	99.9992	4	155	0.0008
Voting at the meeting through e-voting process	1	7068	100	0	0	0
Total	142	18567154	99.9992	4	155	0.0008



RESOLUTION No.2

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 115th Annual General Meeting and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution		
	No. of Members	Nos.	%	No. of Members	Nos.	%
Total Votes through Remote E-voting	136	18560034	99.9990	8	187	0.0010
Voting at the meeting through e-voting process	1	7068	100	0	0	0
Total	137	18567102	99.9990	8	187	0.0010

SPECIAL BUSINESS

RESOLUTION No.3

1. To consider and if thought fit, to pass with or without modification(s), the **Ordinary Resolution** to ratify and approve the remuneration of M/s S. R. Bhargave & Co. as Cost Auditors for the Financial year ending March 2025:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution		
	No. of Members	Nos.	%	No. of Members	Nos.	%
Total Votes through Remote E-voting	139	18560016	99.9989	5	205	0.0011
Voting at the meeting through e-voting process	1	7068	100	0	0	0
Total	140	18567084	99.9989	5	205	0.0011



RESOLUTION No.4

4. To consider and approve reappointment of Mrs. Rupal Vora (DIN : 07096253) as an Independent Director of the Company for the second term of five years and in this regard, to consider and, if thought fit, to pass the resolution as a **Special Resolution**:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution		
	No. of Members	Nos.	%	No. of Members	Nos.	%
Total Votes through Remote E-voting	135	18559830	99.9979	9	391	0.0021
Voting at the meeting through e-voting process	1	7068	100	0	0	0
Total	136	18566898	99.9979	9	391	0.0021

RESOLUTION No.5

5. To consider and approve the appointment of Mr. Prabhat Kumar as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution		
	No. of Members	Nos.	%	No. of Members	Nos.	%
Total Votes through Remote E-voting	138	18559960	99.9986	6	261	0.0014
Voting at the meeting through e-voting process	1	7068	100	0	0	0
Total	139	18567028	99.9986	6	261	0.0014



All the resolutions mentioned in the notice of the Annual General Meeting dated June 17, 2024 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through e-voting system with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

**For V.N. DEODHAR & Co.,
COMPANY SECRETARIES**



A handwritten signature in black ink, appearing to read "V N Deodhar".

**V N DEODHAR
PROP.
FCS NO.1880
C.P. No. 898
PR No: 724/2020**

UDIN: F001880F000982112

Place: Mumbai

Dated: 14th August, 2024

The following were the witnesses to the unblocking of votes cast through Remote E-voting.

A handwritten signature in black ink, appearing to read "Deodhar".

(CA. HRUSHIKESH V. DEODHAR)

A handwritten signature in black ink, appearing to read "A. V. UKIDWE".

(AJIT V UKIDWE)