

V. N. DEODHAR & CO.

Company Secretaries

V.N.DEODHAR

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

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Shastri Hall, Grant Road (W),
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**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)