

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 114TH 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 114th Annual General Meeting in a fair and transparent manner for the business contained in the Notice of 114th Annual General Meeting of the company held on Wednesday, 9th August, 2023 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 06, 2023 and ended at 5.00 p.m. on August 08, 2023. 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 02, 2023.
3. The Shareholder holding shares as on the “Cut Off” date i.e. August 02, 2023 were entitled to vote on the proposed 3 (Three) Resolutions as mentioned in the Notice of the 114th 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 3 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, 2023 together with the Reports of Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	16411769	99.9865	2216	0.0135
Voting at the meeting through e-voting system	18129	100	0	0
Total	16429898	99.9865	2216	0.0135



RESOLUTION No.2

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 114th Annual General Meeting and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	381379	98.9849	3911	1.0151
Voting at the meeting through e-voting system	18129	100	0	0
Total	399508	99.0305	3911	0.9695

The votes cast by the promoter Group have not been considered as they are related parties.

SPECIAL BUSINESS

RESOLUTION No.3

Ordinary Resolution:

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

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	16413639	99.9979	346	0.0021
Voting at the meeting through e-voting system	18129	100	0	0
Total	16431768	99.9979	346	0.0021



All the resolutions mentioned in the notice of the Annual General Meeting dated May 25, 2023 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**



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

UDIN: F001880E000773728

Place: Mumbai

Dated: 9th August,2023

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

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

(CA. HRUSHIKESH V. DEODHAR)

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

(AJIT V UKIDWE)